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*Extra!*

SUPERGIRL and SUPER-HORSE!



MAY  
NO. 312

# ACTION COMICS

YES, **KING SUPERMAN**! I'M STILL ALIVE, EVEN THOUGH I NOW HAVE A MECHANICAL BODY! AND THIS **KRYPTONITE** THAT POWERS MY MOTOR WILL END YOUR TYRANT RULE!

KENT TRICKED ME!... HE CHANGED HIMSELF INTO A **METALLO** ROBOT JUST SO THAT HE COULD DESTROY ME!...

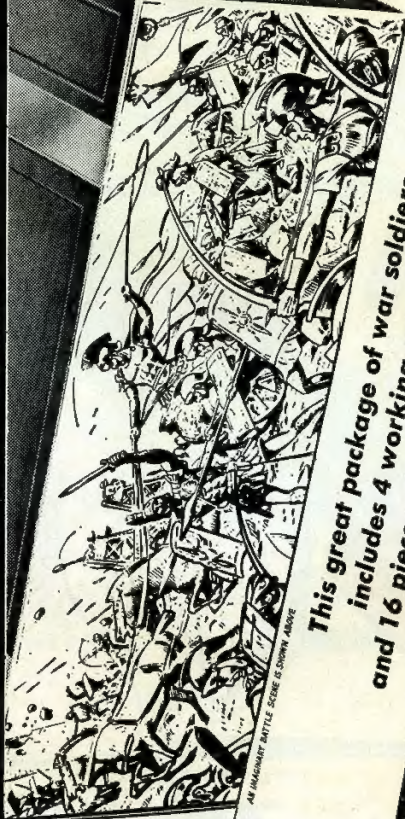


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**"KING SUPERMAN  
VERSUS  
CLARK KENT, METALLO!"**

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# SUPERMAN

IMAGINE GHENGIS KHAN, NERO, IVAN THE TERRIBLE AND HITLER ROLLED INTO ONE, AND YOU'LL BEGIN TO UNDERSTAND THE NATURE OF THE EVIL CREATURE WHO NOW MENACES A WORLD HE ONCE PROTECTED! IS IT ANY WONDER THEN, THAT EVEN **SUPERMAN'S** BEST FRIENDS ARE DESPERATELY DRIVEN TO ORGANIZE AN **ANTI-SUPERMAN** UNDERGROUND TO GET RID OF THE GREATEST TYRANT IN HISTORY? THE RESULT IS THE SUPER-CHARGED, SUSPENSEFUL STRUGGLE OF...

## KING SUPERMAN VERSUS CLARK KENT, METALLO

WHERE IS **SUPERMAN** TAKING US? HAS HE GONE MAD?

**SUPERMAN**, WHAT'S CHANGED YOU? YOU'RE THE OPPOSITE OF EVERYTHING YOU USED TO BE... **GOOD!**

DON'T WASTE YOUR BREATH PREACHING AT ME, LOIS! MY OLD SELF, THE **MAN OF STEEL**, IS "DEAD"! LONG LIVE THE **SUPER-SULTAN OF STEEL!**

ONE MORNING, IN **METROPOLIS**, AT THE **DAILY PLANET**, AS EDITOR **PERRY WHITE** CALLS HIS STAFF INTO HIS OFFICE...

**KING SUPERMAN** HAS ALERTED THE WORLD THAT HE HAS A NEW ANNOUNCEMENT TO MAKE ON TV! I SHUDDER TO THINK WHAT IT MAY BE **THIS TIME!**

THIS IS YOUR RULER, **KING SUPERMAN**! I WARN EVERYONE THAT IT IS USELESS TO REVOLT AGAINST ME! MOREOVER, FROM NOW ON, I FORBID ANY AIR TRAFFIC OVER MY PALACE! NOBODY... BUT **NOBODY...** MAY APPROACH MY STRONGHOLD!

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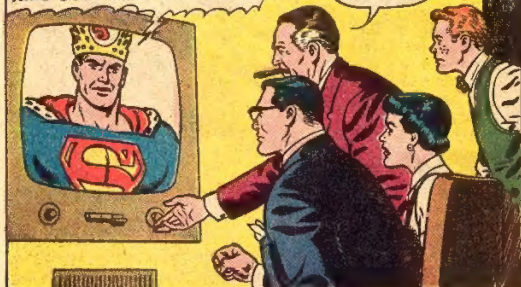


# ACTION COMICS



WITHIN THE LAST 72 HOURS I DEMONSTRATED HOW I CAN FREEZE YOUR OCEANS AND DESTROY YOUR CITIES. SO REALIZE THE FUTILITY OF DEFYING ME AND GO ABOUT YOUR USELESS LITTLE LIVES AS USUAL! THIS IS **KING SUPERMAN** SIGNING OFF!

HE'S "OFF" ALL RIGHT! OFF HIS ROCKER! WE'RE IN THE HANDS OF A POWER-HUNGRY MADMAN!



I DON'T KNOW, PERRY! I'M STILL MYSTIFIED BY **SUPERMAN'S** BEHAVIOR! BUT EVEN **SUPPOSE** YOU'RE RIGHT ... WHAT CAN WE DO ABOUT IT? **SUPERMAN** IS INVINCIBLE!

THAT REMAINS TO BE SEEN! CLARK CAME TO ME THIS MORNING AND SUGGESTED WE FORM AN **ANTI-SUPERMAN** "UNDERGROUND" TO BATTLE HIS TYRANNY!



SO I OFFERED MY FISHING CRUISER AS A GOOD PLACE TO HOLD OUR FIRST SECRET MEETING!

CORRECT! WE'LL LEAVE THE BUILDING SEPARATELY...AND I'M LEAVING NOW WITH JIMMY! THEN WE'LL MEET AT NOON ON PERRY'S BOAT! THERE MUST BE **SOMETHING** WE CAN DO TO OVERTHROW **KING SUPERMAN**!



AS CLARK AND JIMMY GO DOWNSTAIRS...

LOOK! THERE ARE TWO OF **SUPERMAN'S** BEST FRIENDS! HEY, KENT! SOME **SUPER-RAT** YOUR MAN OF STEEL TURNED OUT TO BE!

GOSH, CLARK! I NEVER THOUGHT I'D SEE THE DAY WHEN **SUPERMAN** WOULD BE DESPISED!



AND SHORTLY, AS THE PAIR PASSES THE JIMMY OLSEN FAN CLUB HEADQUARTERS...

OUT WITH THIS JUNK AND BURN IT! WE DON'T WANT TO BE IDENTIFIED WITH TYRANTS!

CLARK! MY FAN CLUB IS DESTROYING ALL THE **SUPERMAN** SOUVENIRS I COLLECTED!



WAIT, FELLOWS! YOU CAN'T DO THIS! I KNOW **SUPERMAN** HASN'T BEEN ACTING MUCH LIKE A HERO LATELY! BUT THERE MIGHT BE SOME EXPLANATION FOR HIS RUTHLESS BEHAVIOR!

YOU'RE DREAMING, JIMMY! YOU'RE THINKING OF YOUR IDOL... THE **SUPERMAN** WHO "WAS"!





HE'S A CHANGED PERSON NOW! HE'S MORE EVIL THAN LUTHOR!

GOLLY, CLARK! NOBODY WANTS THESE PRICELESS TROPHIES... EXCEPT FOR A BONFIRE!

THE POOR KID IS STILL LOYAL TO HIS SUPER-IDOL DESPITE ALL THE TERRIBLE THINGS SUPERMAN DID TO MAKE MANKIND DETEST HIM!



"AN INVISIBLE MENACE WAS STREAKING EARTHWARD, BUT I COULDN'T INVESTIGATE IT PERSONALLY FOR FEAR THAT THE RED K METEORS MIGHT AFFECT ME IN SOME HORRIBLE WAY! SO I TRIED AN EXPERIMENT..."

WAIT! I FORGOT ABOUT A RED K ANTIDOTE I WAS EXPERIMENTING WITH. IF MY THEORY WORKS, I CAN MAKE IT OUT OF THIS CHUNK WHICH ONCE SPLIT ME INTO A GOOD, NON-SUPER CLARK AND AN EVIL, POWERFUL SUPERMAN!



"SUDDENLY, AN INCREDIBLE REACTION TOOK PLACE... ONE THAT I'D NOW GLADLY SACRIFICE MY LIFE TO HAVE AVOIDED..."

GASP! THE RED KRYPTONITE IS SPLITTING MY BODY INTO CLARK KENT AND SUPERMAN AGAIN!... BUT THAT'S IMPOSSIBLE! NO SAMPLE OF RED K CAN AFFECT ME THE SAME TWICE!



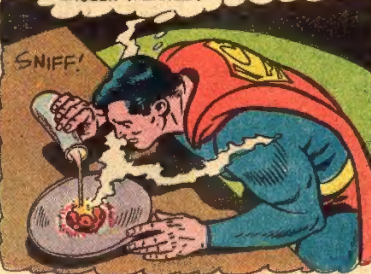
"IT ALL STARTED JUST THREE DAYS AGO AT MY **FORTRESS OF SOLITUDE** WHEN MY INTER-GALACTIC **DANGER DETECTOR** SPOTTED AN UNKNOWN MENACE IN **SECTOR ALPHA IV...** AND I CHECKED WITH MY TELESCOPIC VISION..."



STRANGE! I SEE NO DANGER EXCEPT FOR THAT **RED KRYPTONITE METEOR SWARM** CLUSTERED THERE

BEEP!  
BEEP!

IF THIS **NEW ACID** REACTS ON THE **CHUNK** PROPERLY, ITS FUMES MAY IMMUNIZE ME FOREVER AGAINST ALL TYPES OF **RED KRYPTONITE** AND I CAN STREAK INTO SPACE RIGHT PAST THAT **METEOR SWARM** AND CHECK ON THAT **UNSEEN MENACE!**



SNIFF!

"BUT THIS AFFECT **WAS** DIFFERENT! LAST TIME OUR BODIES MERGED AFTER 72 HOURS! BUT **THIS** TIME OUR SEPARATION SEEMED **PERMANENT!** TO MAKE MATTERS WORSE, MY OTHER SELF HAD **ALL** THE SUPER-POWERS WHILE I HAD **NONE!**"

DON'T TOUCH THAT **BUTTON!** YOU'LL BLOCK OUT **KANDOR'S** EARTH MONITORS AND SEAL THE **SUPERMAN EMERGENCY SQUAD** IN THE **BOTTLE!**

PRECISELY, KENT! I DON'T WANT THOSE **KANDORIANS** TO INTERFERE WITH MY **PLANS!**







# ACTION COMICS



WITH **SUPERGIRL** AWAY IN THE FUTURE WITH THE **LEGION OF SUPER-HEROES**, I CAN DO ANYTHING I WISH AND NO ONE CAN STOP ME!

IF THIS EVIL **SUPERMAN** GOES BERSERK WITH POWER, HE CAN MENACE THE WORLD! I HAVE NO SUPER-POWERS NOW, BUT MAYBE I CAN STOP HIM BY PROJECTING HIM INTO THE **PHANTOM ZONE!**



"BUT BEFORE I COULD PROJECT HIM INTO THE TWILIGHT DIMENSION..."

OWWWW!  
MY HAND!

"I'D KILL YOU FOR TRYING THIS STUNT, KENT! BUT SINCE WE WERE ONCE THE SAME MAN, I MIGHT DESTROY MYSELF BY DESTROYING YOU! I CAN'T RISK TAKING THAT DEADLY CHANCE!"



"THEN FOLLOWED THREE GHASTLY DAYS AS **SUPERMAN** BLACKMAILED THE WORLD INTO UNCONDITIONAL SURRENDER TO HIS RULE! AFTER THREE TERRIFYING DEMONSTRATIONS OF HOW HE'D USE HIS SUPER-POWERS TO DESTROY EARTH, THE U.N. HAD NO CHOICE BUT TO YIELD TO HIS WHIMS."

**SUPERMAN**, IT'S AGAINST EVERYTHING THE U.N. STANDS FOR, BUT SINCE YOU HAVE US AT YOUR COMPLETE MERCY, WE HAVE DECIDED TO ELECT YOU KING, AS YOU DESIRE!

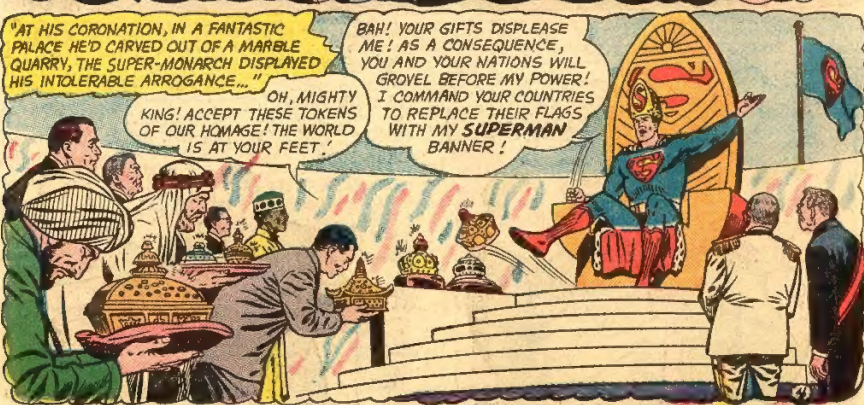
SMART THINKING! TOMORROW YOU WILL ALL ATTEND MY CORONATION AT A PALACE I WILL BUILD WITHIN THE HOUR! WOE UNTO HIM WHO STAYS AWAY OR... DOESN'T BRING GIFTS!



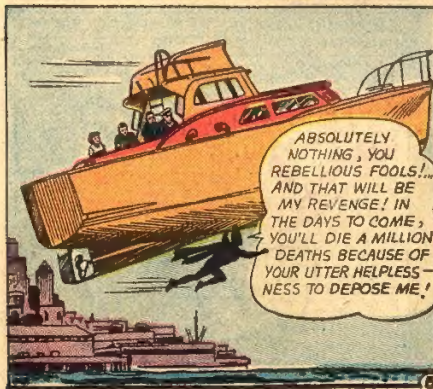
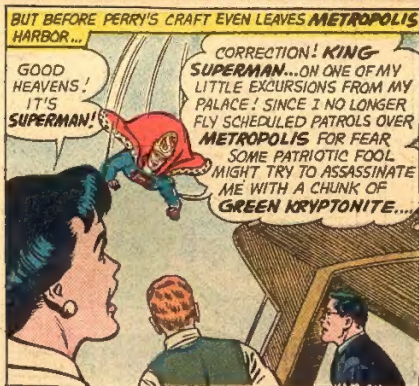
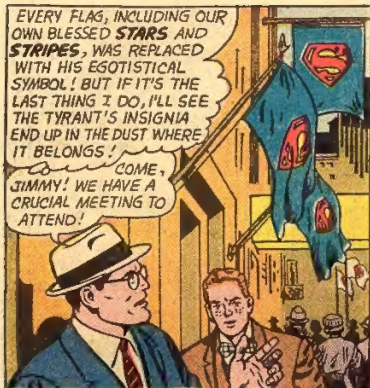
"AT HIS CORONATION, IN A FANTASTIC PALACE HE'D CARVED OUT OF A MARBLE QUARRY, THE SUPER-MONARCH DISPLAYED HIS INTOLERABLE ARROGANCE..."

OH, MIGHTY KING! ACCEPT THESE TOKENS OF OUR HOMAGE! THE WORLD IS AT YOUR FEET!

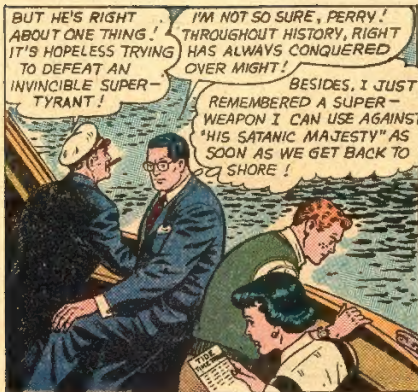
BAH! YOUR GIFTS DISPLEASE ME! AS A CONSEQUENCE, YOU AND YOUR NATIONS WILL GROVEL BEFORE MY POWER! I COMMAND YOUR COUNTRIES TO REPLACE THEIR FLAGS WITH MY **SUPERMAN** BANNER!





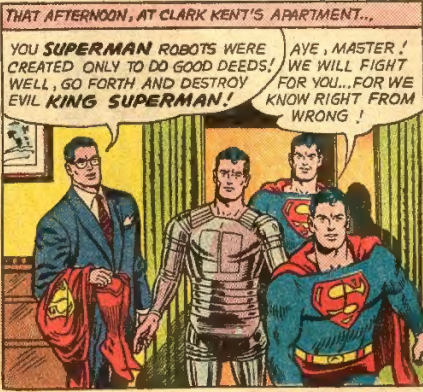






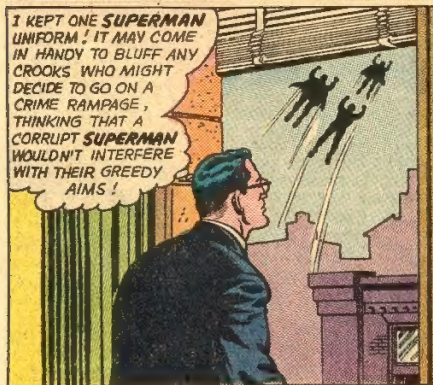
BUT HE'S RIGHT ABOUT ONE THING! IT'S HOPELESS TRYING TO DEFEAT AN INVINCIBLE SUPER-TYRANT!

I'M NOT SO SURE, PERRY! THROUGHOUT HISTORY, RIGHT HAS ALWAYS CONQUERED OVER MIGHT! BESIDES, I JUST REMEMBERED A SUPER-WEAPON I CAN USE AGAINST "HIS SATANIC MAJESTY" AS SOON AS WE GET BACK TO SHORE!

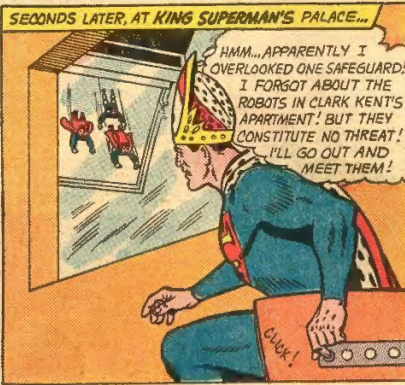


THAT AFTERNOON, AT CLARK KENT'S APARTMENT... YOU **SUPERMAN** ROBOTS WERE CREATED ONLY TO DO GOOD DEEDS! WELL, GO FORTH AND DESTROY EVIL **KING SUPERMAN**!

AYE, MASTER! WE WILL FIGHT FOR YOU...FOR WE KNOW RIGHT FROM WRONG!

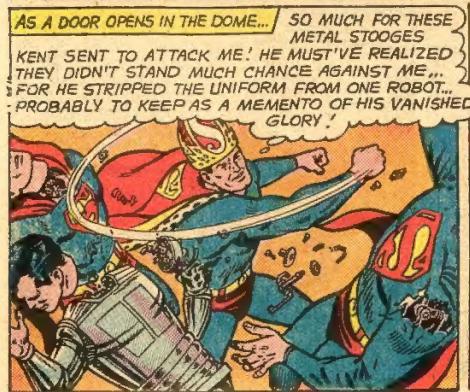


I KEPT ONE **SUPERMAN** UNIFORM! IT MAY COME IN HANDY TO BLUFF ANY CROOKS WHO MIGHT DECIDE TO GO ON A CRIME RAMPAGE, THINKING THAT A CORRUPT **SUPERMAN** WOULDN'T INTERFERE WITH THEIR GREEDY AIMS!



SECONDS LATER, AT **KING SUPERMAN'S** PALACE...

HMM... APPARENTLY I OVERLOOKED ONE SAFEGUARD! I FORGOT ABOUT THE ROBOTS IN CLARK KENT'S APARTMENT! BUT THEY CONSTITUTE NO THREAT! I'LL GO OUT AND MEET THEM!



AS A DOOR OPENS IN THE DOME... SO MUCH FOR THESE METAL STOGES KENT SENT TO ATTACK ME! HE MUST'VE REALIZED THEY DIDN'T STAND MUCH CHANCE AGAINST ME... FOR HE STRIPPED THE UNIFORM FROM ONE ROBOT... PROBABLY TO KEEP AS A MEMENTO OF HIS VANISHED GLORY!



MOMENTS AFTER, ON THE ROOF OF CLARK'S APARTMENT HOUSE...

PUT DOWN YOUR BINOCULARS, KENT! THESE HEADS ARE ALL THAT IS LEFT OF YOUR ROBOTS! GOT ANY OTHER BRIGHT IDEAS?

WHEN I DO, YOU'LL LEARN ABOUT THEM FIRST! HISTORY PROVES THAT IN THE END NOTHING CAN SAVE AN EVIL RULER FROM JUSTICE!





# ACTION COMICS



AH! BUT THESE RULERS WEREN'T **SUPER-HUMAN!** MY TYRANNY WILL ENDURE LONG AFTER YOU AND MANKIND HAVE CRACKED YOUR BRAINS ATTEMPTING ONE FUTILE REVOLT AFTER ANOTHER!

HMM... HE WOULDN'T STAND THERE SO SMUGLY IF I HAD SOME **GREEN KRYPTONITE** IN MY HAND!



GREAT GUNS! WHY DIDN'T I THINK OF IT BEFORE? **SUPERGIRL** MAY BE OFF IN THE FUTURE, BUT PERHAPS SHE'S GOT A PIECE OF **GREEN K** HIDDEN IN HER HOUSE IN MIDVALE! LIKE MYSELF, SHE WAS ALWAYS TRYING TO DISCOVER AN ANTIDOTE AGAINST ITS DEADLY EFFECTS!



THAT NIGHT, OUTSIDE THE DANVERS' HOME IN MIDVALE...

HEY, JIM! DOESN'T IT LOOK LIKE SOMEONE IS PROWLING INSIDE WITH A FLASHLIGHT?

IT SURE DOES! AND IT ISN'T THE DANVERS! I HAPPEN TO KNOW THEY'RE AWAY ON VACATION! C'MON! LET'S INVESTIGATE!



AT THE SAME TIME, INSIDE...

IT'S USELESS! WITHOUT MY X-RAY VISION TO HELP ME I CAN'T FIND A THING!



YOU! WHOEVER YOU ARE... COME OUT ON THE BACK PORCH WITH YOUR HANDS UP OR WE'LL OPEN FIRE!

WELL, **ANSWER, PUNK!** DO YOU COME OUT RIGHT NOW OR DO WE COME DOWN THERE SHOOTING?

IT'S THE POLICE! THEY THINK I'M A HOUSE-BREAKER! THANK GOODNESS I HAD THE FORESIGHT TO ANTICIPATE SOME SUCH EMERGENCY!

I'M COMING OUT, OFFICERS! BUT YOU'RE IN FOR A SURPRISE...



A MINUTE LATER, IN THE DANVERS' BACKYARD...

HOLY SMOKES! IT'S **SUP...** I MEAN **KING SUPERMAN!**



I'M WEARING THE COSTUME I STRIPPED OFF THAT **SUPERMAN** ROBOT! BUT LITTLE DID I DREAM THAT INSTEAD OF USING IT TO BLUFF **CROOKS**, I'D USE IT TO BLUFF THE **LAW!**



I'M HERE FOR THE SAME REASON YOU ARE! I WAS FLYING OVER MIDVALE WHEN I STOPPED WHAT LOOKED LIKE A SUSPICIOUS CHARACTER BREAKING INTO THE HOUSE! BUT ON CHECKING UP, I FOUND NOBODY INSIDE!

WAIT A MINUTE! HOW DO WE KNOW YOU'RE TELLING THE TRUTH? MAYBE YOU'RE JUST A PROWLER IN A SUPER-MAN COSTUME!

WELL, THERE'S ONE WAY TO TELL! IF HE'S **KING SUPERMAN**, A BULLET WILL BOUNCE RIGHT OFF HIM! LET HIM HAVE IT, AL!

RIGHT! DON'T GET SORE, YOUR MAJESTY! WE'RE JUST DOING OUR DUTY!



OMIGOSH!...GASP!... I FORGOT THAT THE ROBOT'S UNIFORM WAS NOT BULLET-PROOF... GROAN!... THE SLUG HIT ME IN THE ABDOMEN...

BUT...GROAN!... I-I CAN'T LET ON I'M BADLY WOUNDED! NOR CAN I LET MY BLOOD SHOW! I'LL STRIKE AN ARROGANT POSE WITH MY FINGERS COVERING THE WOUND!

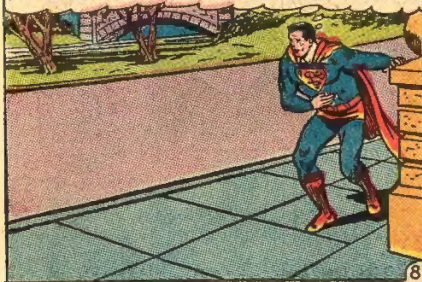
YOU'RE THE **REAL** THING, YOUR HIGHNESS! FORGIVE US FOR MISTRUSTING YOU!

WELL? WHAT DO YOU SAY **NOW?**



BUT THEN, AS THE POLICE DRIVE OFF...

T-THEY SHOULD ONLY KNOW THE **TRUTH**!...GASP!... I-I MAY BE FATALY SHOT! I MUST FIND A DOCTOR IMMEDIATELY! IF I REMEMBER CORRECTLY, THERE'S A M.D. NOT FAR AWAY...ON MIDVALE RIVER PARKWAY...



BUT AS CLARK STAGGERS AGONIZELY THROUGH THE WOODS...

...C-CAN'T MAKE IT!... LOST TOO MUCH BLOOD! EVERYTHING'S SPINNING AROUND... B-BLACKING OUT... QHHHHH!

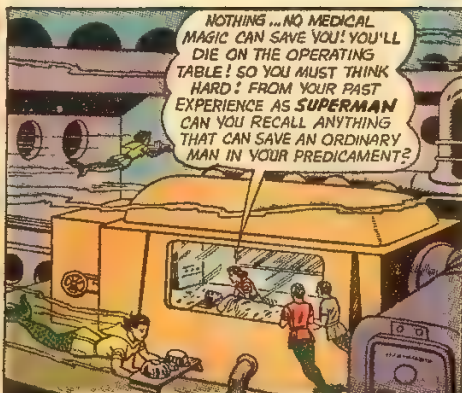




WHEN CLARK COMES TO, HE IS VERY FAR FROM MIDVALE...

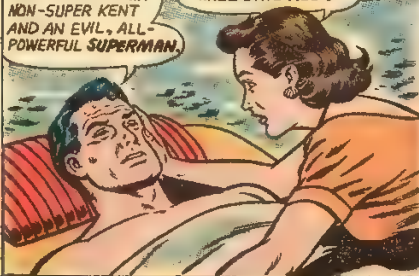
LORI!...GASP!  
...HOW'D YOU...?  
I MEAN...  
HOW'D I GET  
HERE...TO THIS  
ATLANTIS  
HOSPITAL?

TWO OF OUR MERMAIDS FOUND  
YOU LYING UNCONSCIOUS IN THE  
MIDVALE RIVER AND BROUGHT YOU  
TO ME! I MUST SPEAK QUICKLY  
AND HONESTLY, CLARK! YOU'RE  
MORTALLY WOUNDED!



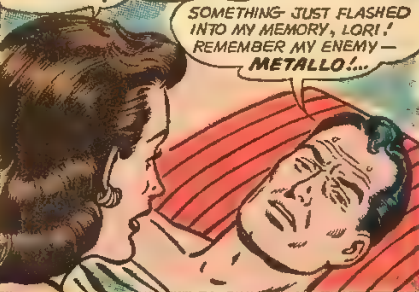
THEN YOU KNOW THAT  
BECAUSE OF A RED K  
EXPERIMENT WHICH  
BACKFIRED I WAS  
SPLIT INTO TWO  
PERSONALITIES...A  
NON-SUPER KENT  
AND AN EVIL, ALL-  
POWERFUL SUPERMAN.

WE KNEW NOTHING TILL TONIGHT  
WHEN WE GOT OUR EARTH  
MONITOR TO FUNCTION AGAIN  
AFTER CERTAIN MYSTERIOUS  
EXPLOSIONS KNOCKED IT OUT  
THREE DAYS AGO!



WE NOW REALIZE KING SUPERMAN CAUSED THE  
EXPLOSIONS AND WE'RE HORRIFIED AT WHAT HE'S DONE  
TO EARTH! BUT OUR IMMEDIATE PROBLEM IS TO  
SAVE YOUR LIFE! THINK, CLARK...THINK! WHAT  
CAN WE DO?

SOMETHING JUST FLASHED  
INTO MY MEMORY, LORI!  
REMEMBER MY ENEMY—  
**METALLO!**



"ORIGINALLY HE WAS JOHN CORBEN, A  
SMALL-TIME CRIMINAL. WHEN HE  
BECAME FATALY INJURED IN AN AUTO  
ACCIDENT, A BRILLIANT OLD DOCTOR  
SAVED HIS LIFE WITH AN EXPERIMENTAL  
OPERATION..."

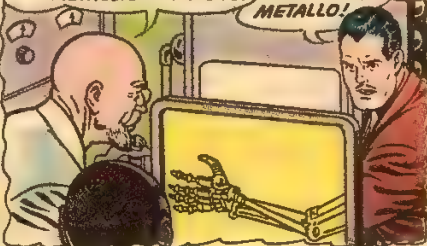


HE'LL DIE UNLESS I GIVE HIM AN  
ENTIRELY METALLIC BODY FROM THE  
NECK DOWN...FOR ONLY HIS HUMAN  
BRAIN REMAINS UNDAUNAGED!

"THE CRIMINAL'S BODY HAD BEEN REBUILT WITH SPECIAL  
ARMOR PLATE...MAKING HIM VIRTUALLY INDESTRUCTIBLE!"

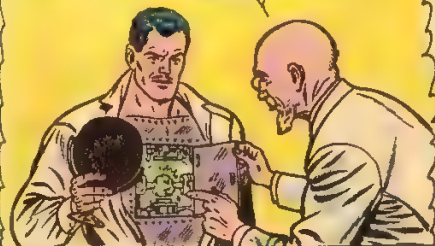
YOUR ARMS ARE NOW COVERED  
WITH A FLESH-LIKE, RUBBER-  
PLASTIC SKIN! HOWEVER, THE  
FLUOROSCOPE REVEALS THEIR  
TRUE METALLIC STRUCTURE!

T-THEN I'M A KIND  
OF HUMAN ROBOT  
WITH A MECHANICAL,  
SYNTHETIC HEART?...  
A SORT OF...  
**METALLO!**





EXACTLY! I'VE GIVEN YOU A MECHANICAL HEART. INSIDE THIS "FUSE-BOX" IS THE ONE ELEMENT THAT CAN ENERGIZE YOUR HEART AND KEEP YOU ALIVE -- **KRYPTONITE!** NOW SEE WHAT HAPPENS WHEN I REMOVE IT!



WHAT DID YOU DO TO ME?... I-I FEEL WEAK... DIZZY... PUT IT BACK!



CORBEN, YOU'RE A MACHINE NOW! AND **GREEN KRYPTONITE** IS YOUR FUEL! REMEMBER, IF THE STUFF IS REMOVED FROM YOUR MECHANICAL HEART FOR EVEN A SHORT TIME, YOU'RE A **GONER!**



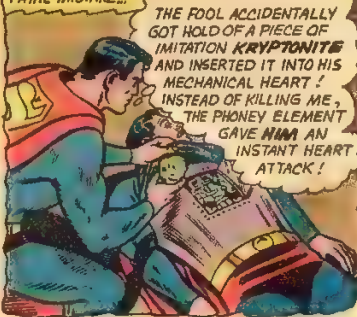
"NATURALLY, **METALLO** WAS DELIGHTED WHEN HE DISCOVERED HIS METAL BODY HAD ENDOWED HIM WITH ALMOST LIMITLESS **SUPER-STRENGTH!**"



NO WONDER THEY HAVE TABBED ME AS PUBLIC ENEMY NUMBER ONE! I'M INVINCIBLE!



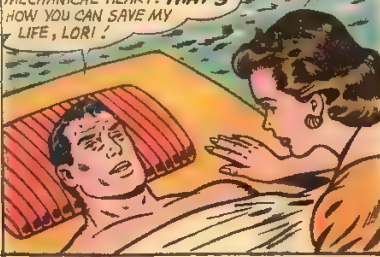
"WHEN I OPPOSED **METALLO'S** CRIME RAMPAGE, HE TRIED TO KILL ME BY SUBSTITUTING A LARGER PIECE OF **GREEN KRYPTONITE** FOR THE ONE HE CARRIED IN HIS CHEST CAVITY AND EXPOSING ME TO IT! BUT HE MADE ONE FATAL MISTAKE..."



THE FOOL ACCIDENTALLY GOT HOLD OF A PIECE OF IMITATION **KRYPTONITE** AND INSERTED IT INTO HIS MECHANICAL HEART! INSTEAD OF KILLING ME, THE PHONEY ELEMENT GAVE HIM AN INSTANT HEART ATTACK!

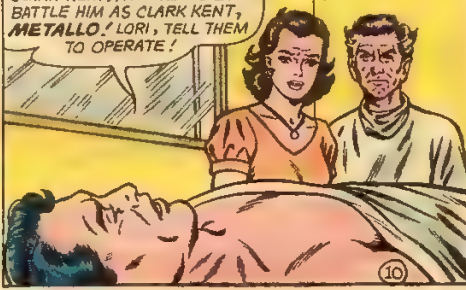
YOU HAVE A LARGE STORE OF **GREEN KRYPTONITE** IN ATLANTIS! WELL, PERFORM THE SAME OPERATION ON ME WHICH THAT DOCTOR DID ON **METALLO** AND INSERT THE **GREEN K** INTO MY MECHANICAL HEART! **THAT'S** HOW YOU CAN SAVE MY LIFE, LORI!

BUT THEN YOU WON'T BE HUMAN ANY MORE... JUST A **ROBOT!**



WRONG! I'LL STILL HAVE MY HUMAN BRAIN AND THE POWER TO CONTINUE MY REBELLION AGAINST TYRANNY! IF I CAN'T FIGHT **KING SUPERMAN** AS CLARK KENT, AT LEAST I CAN BATTLE HIM AS CLARK KENT, **METALLO!** LORI, TELL THEM TO OPERATE!

VERY WELL, CLARK! IT SHALL BE AS YOU WISH!

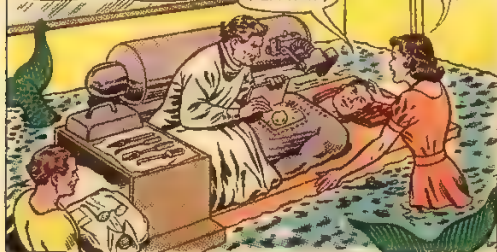




LATER, FOLLOWING THE DELICATE OPERATION BY THE SKILLED SURGEONS OF ATLANTIS...

NOW, AS **CLARK KENT**, **METALLO**, I CAN NOT ONLY LIVE... BUT ALSO RIDE THE WORLD OF **KING SUPERMAN!** THE TYRANT WILL NEVER KNOW I'VE BEEN TURNED INTO ANOTHER **METALLO** TILL IT'S TOO LATE... FOR HIM!

I HOPE YOUR SCHEME WORKS, CLARK! GOOD LUCK!

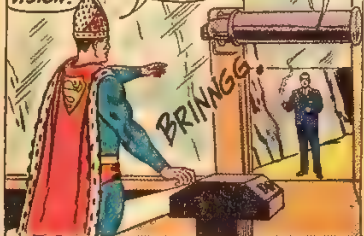


SHORTLY BEFORE NOON, AS AN ALARM SYSTEM RINGS INSIDE KING SUPERMAN'S PALACE...

IT'S CLARK KENT, WITH A SPUTTERING PUNK IN HIS HAND! I WONDER WHAT HE'S UP TO NOW?

NO YOU WON'T! I HAVE A SURPRISE FOR 'YOUR MAJESTY'!

HALT, KENT, BEFORE I INCINERATE YOU WITH MY **HEAT-VISION!**



I'VE TRANSFORMED MYSELF INTO A HUMAN BOMB! IF I BLOW MYSELF TO BITS, WHO DIES WITH ME? YOUR ROYAL HIGHNESS! NOW DO WE HAVE A SUMMIT CONFERENCE-OR A DOUBLE DEATH?

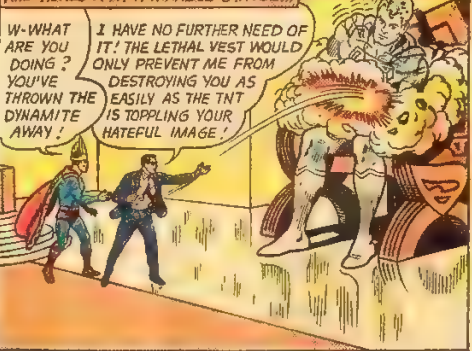
YOU WIN, KENT! SINCE WE WERE ONCE THE SAME MAN, I MIGHT DESTROY MYSELF BY DESTROYING YOU! ENTER--BUT PUT OUT THAT FUSE!



INSIDE THE PALACE, CLARK SWIFTLY REMOVES HIS TNT VEST AND HURLS IT AT A MARBLE STATUE...

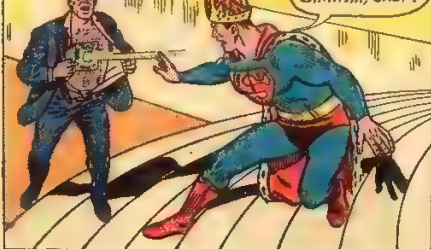
W-WHAT ARE YOU DOING? YOU'VE THROWN THE DYNAMITE AWAY!

I HAVE NO FURTHER NEED OF IT! THE LETHAL VEST WOULD ONLY PREVENT ME FROM DESTROYING YOU AS EASILY AS THE TNT IS TOPPLING YOUR HATEFUL IMAGE!



REMEMBER GOOD OLD **METALLO**? WELL, I CHANGED MYSELF INTO **METALLO**. BUT UNLIKE THE ORIGINAL **METALLO**, I'M NOT CARELESS! THIS ISN'T FAKE **GREEN KRYPTONITE** AND ITS RAYS WILL SOON END YOUR TYRANT RULE!

Y-YOU TRICKED ME!... OHHH!...; GASP!

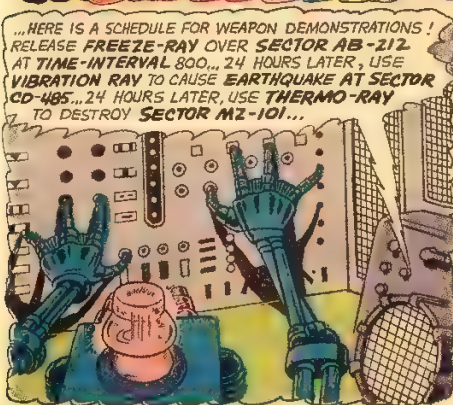
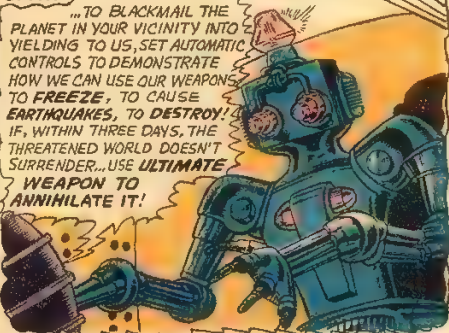
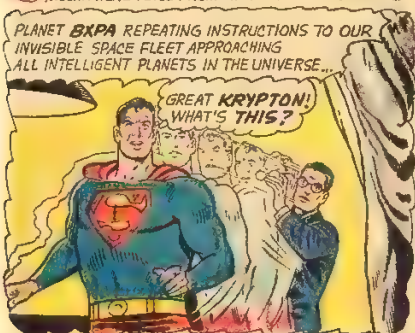
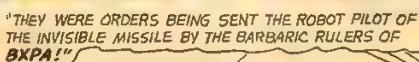
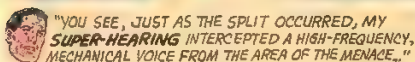
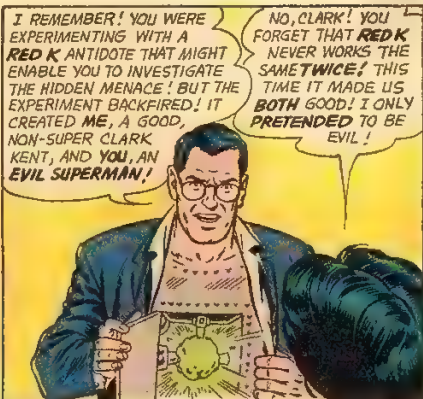
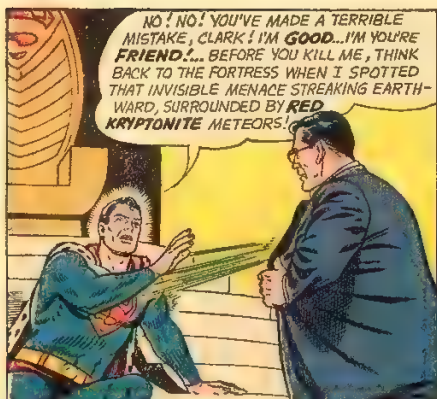


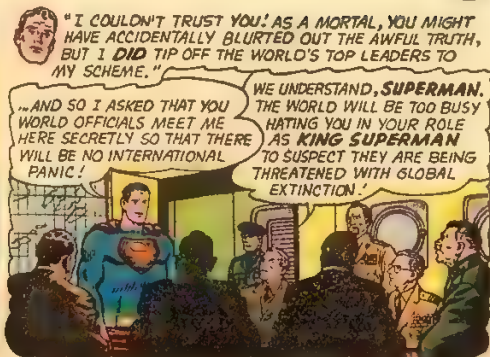
CLARK, YOU FOOL! B-BY KILLING ME, YOU MIGHT KILL YOURSELF! REMEMBER-- IF ONE OF US DIES, WE MAY BOTH DIE!

ASSASSINATING YOU IS WORTH THE RISK! ANYWAY, I'M WILLING TO GIVE MY LIFE TO TAKE YOURS!

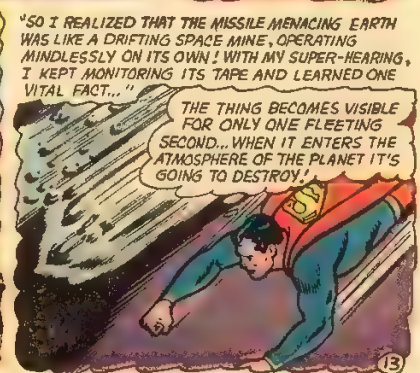
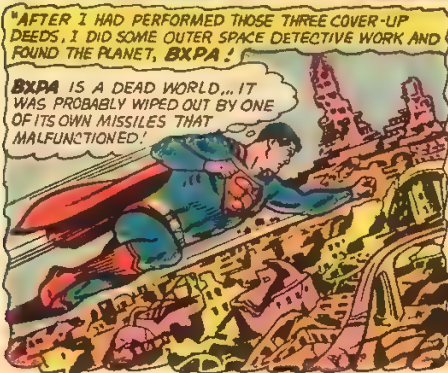
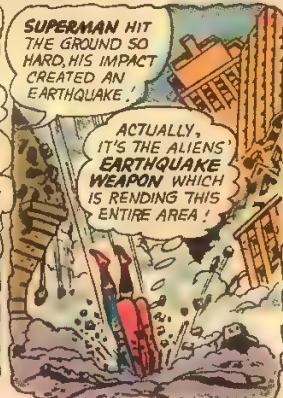
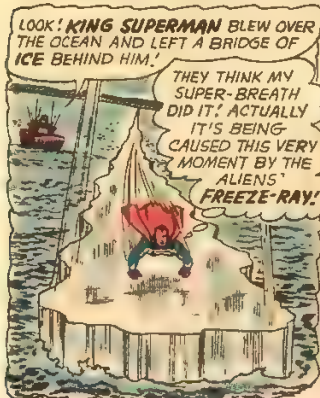




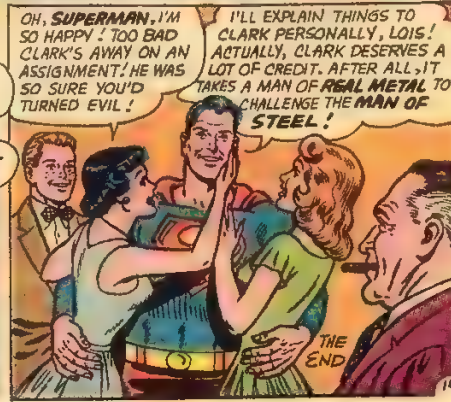
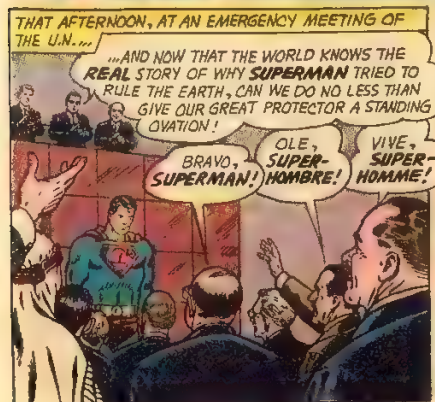
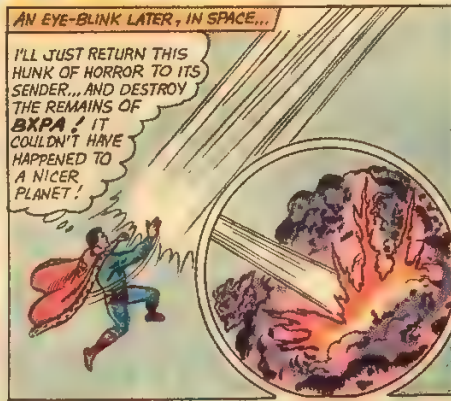
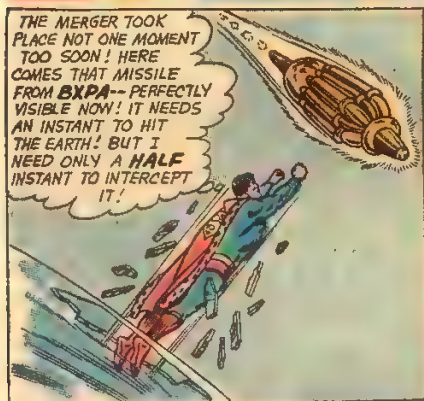
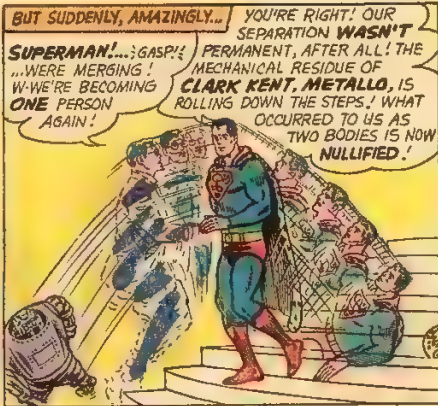
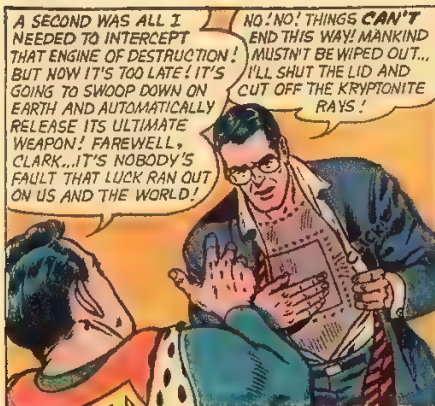




"AND SO, DURING THE NEXT 72 HOURS, BY SYNCHRONIZING MY ACTIONS WITH THOSE SET OFF ON SCHEDULE BY THE MISSILE, I COVERED UP FOR THE REAL SOURCE OF THE CATASTROPHE."







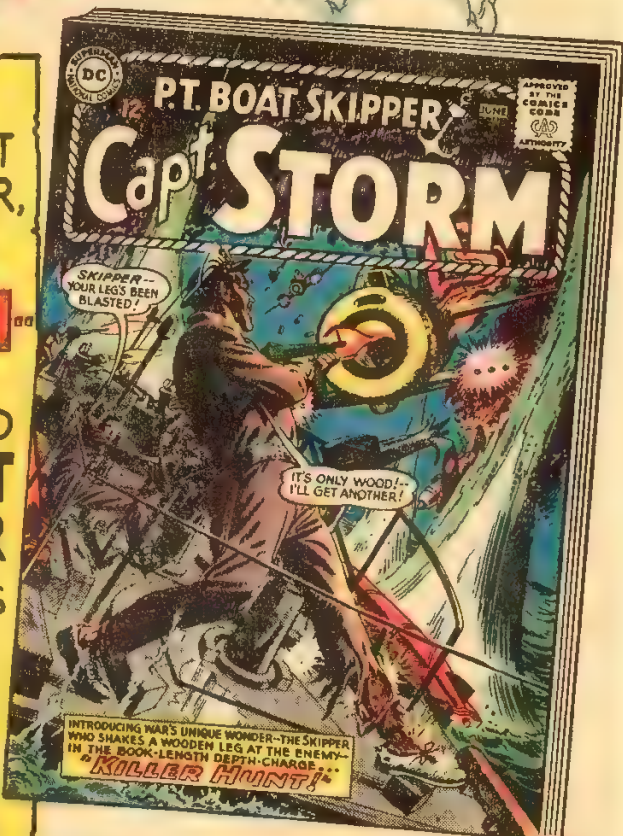
# Ride a Sea-Going **THUNDERBOLT...**

with  
DC'S NEWEST  
BATTLE STAR,  
**Capt. STORM**

THE  
ONE-LEGGED  
**P.T. BOAT  
SKIPPER**

WHO STANDS  
ON A  
FLOATING  
KEG OF  
**TNT**

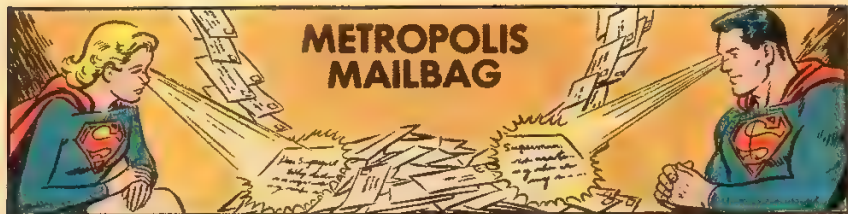
EVERY TIME  
HE BATTLES  
THE ENEMY!



WATCH FOR HIM-- HE'LL BE  
AT **YOUR** NEWSSTAND  
**MARCH 12th!**







Dear Editor: I am usually an ardent reader of your various SUPERMAN magazines. However, in the story, "The Superman Super-Spectacular", I was greatly dismayed by the outcome of the story. I think that at a solemn and grave time as this your story was in bad taste. Surely the use of the late President John F. Kennedy could have been avoided. The irony of it is that there is now no need for Superman ever again to worry about J.F.K. preserving his secret. May I suggest a story depicting Superman attending the funeral and perhaps meeting President Lyndon B. Johnson and entrusting him with his secret?

Felice Michetti, Yonkers, N. Y.

(The issue of ACTION COMICS featuring the story in which President Kennedy came to the aid of SUPERMAN was already printed, and in the hands of our distributors, when word of the tragic assassination broke. Copies mailed to thousands of our subscribers were already in transit and it was physically impossible to recall them. Within 24 hours, this issue became a collector's item and, in many areas, sold at premium prices. Although many news dealers asked that we go back to press to fill the demand, we refused to do so. If you will refer to the May issue of SUPERMAN, you will read how we cancelled an entire story showing SUPERMAN working with President Kennedy on a youth-fitness project because we thought it would be in bad taste to present it. We are thankful for the numerous readers who wrote us, explaining that they understood that our magazines go to press months in advance, and that we had no control over the released issues.—Ed.)

Dear Editor: I have mixed feelings concerning the Feb. issue of ACTION. I'm sure "The Superman Super-Spectacular" was printed before our great national leader was brutally assassinated. So before you apologize I'll forgive you for having our late and beloved President John F. Kennedy portrayed in this story.

Richard Allan Pachter, Brooklyn, N. Y.

Dear Editor: Your story was wonderful. It superbly shows that our late President was, indeed, a great man who would always help a friend in trouble. Thanks for this splendid story.

John C. Sherwood, Marshall, Mich.

Dear Editor: It is unfortunate that this great story had to be marred by revealing at the climax that the "surprise guest" was a man who is now dead. While this did take away from the

enjoyment of the story, I hope that none of your readers will be offended by this seeming disrespect. I hope that they will remember national magazines are prepared many months in advance of the publication date and that you did not exploit the President's death.

Darrell J. Turner, Maspeth, N. Y.

Dear Editor: "The Untold Story of Argo City" gave us much provocative information about Argo City. But I think I've spotted an inconsistency. On Page 6 of the story you state that Argo City was covered with a "non-breakable plastic dome." If so, how was it possible for meteors to penetrate the dome later in the story?

Kenney Eder, Indianapolis, Ind.

(You overlook the fact that the dome was originally built on Krypton. In the special atmosphere there it was indestructible. However, when all of Argo City was cast off into space as a result of Krypton's explosion, it no longer was contained by this atmosphere and consequently lost a good deal of its imperviousness.—Ed.)

Dear Editor: I am a comparatively new reader of your magazines, and I like them all. I would like to know who was the mightiest criminal SUPERMAN ever fought?

Bradley Milcsik, Perth Amboy, N. Y.  
(SUPERMAN's most formidable foe to date is "The Composite Superman", a villain who has more than 20 different super-powers—the COMBINED powers of every member of the Legion of Super-Heroes. You'll find him featured in the June issue of our companion magazine, WORLD'S FINEST.—Ed.)

Dear Editor: In your December issue of ACTION, and in many other issues, you show the Phantom Zone Projector. If it was made on Krypton, why didn't it turn into Green Kryptonite as did everything else when Krypton exploded?

Lane Peifer, Windsor, Ont.

(The Phantom Zone Projector, along with other Kryptonian weapons, was sealed in a box and fired into space before Krypton exploded, because the Science Council considered them too dangerous. Eventually this sealed vault drifted to Earth, where SUPERBOY found it. Incidentally, a two-page feature, "The Superboy Legend", appears in the June issue of SUPERBOY. You'll find it packed with informative facts about the Boy of Steel . . . how his powers work . . . tricks he uses to conceal his identity . . . how he communicates with his super-dog, Krypto, etc.—Ed.)



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## SUPERMEN OF AMERICA

### TWO CODES THIS MONTH!

#### SUPERMAN'S SECRET MESSAGE

(Code Pluto No. 8)

BPM RCVM EWZTL'A NQVMAB  
EQTT NMIBCZM I DQTTIQV  
EPW PIA UWZM BPIV  
BEMVBG ACXMZ-XWEMZA !

#### SUPERMAN'S / SECRET MESSAGE

(Code Pluto No. 8)

KWUQVO AWWV ! BPZMM  
QAACMA WN APWEKIAM  
LMDWBML BW BPM TMOQWV  
WN ACXMZ-PMZWMA.

SUPERMAN, c/o ACTION COMICS  
575 LEXINGTON AVENUE, NEW YORK 22, N. Y.

MAY

NAME.....

STREET ADDRESS.....

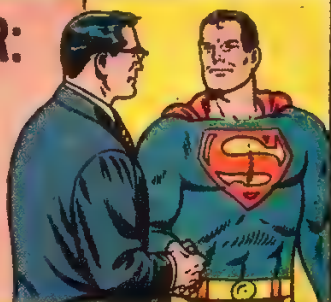
CITY.....ZONE.....STATE.....



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plus

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MAN OF STEEL, and  
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from **KRYPTON!**"

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FUTURE METROPOLIS AND  
SUPERMAN GOES BACK TO SMALLVILLE  
IN THE FAMOUS "HALL OF FAME" CLASSIC...  
"A SWITCH in TIME!"



# SUPERGIRL

THE PAIN! GASP! THESE KRYPTONITE ROCKS IN SATURN'S RINGS ARE WEAKENING... POISONING ME! WILL I LIVE OR DIE?... A STRANGE DEVICE PREDICTED THAT AN "LL" WILL DETERMINE MY FATE! WHO...OR WHAT... WILL IT BE?

LEX LUTHOR...LOIS LANE... LANA LANG...LORI LEMARIS... LIGHTNING LAD. LLS HAVE ALWAYS BEEN STRANGELY LINKED WITH THE DESTINY OF SUPERMAN AND HIS FRIENDS. BUT, EXCEPT FOR HER SECRET IDENTITY OF LINDA LEE DANVERS, SUPERGIRL HAS NEVER BEEN AFFECTED BY THE MYSTERIOUS TWIN CIPHERS. BUT ONE INCREDIBLE DAY THE WEIRD DOUBLE LL'S BEGIN AFFECTING HER IN A SPINE-CHILLING NIGHTMARE OF EVENTS, AND SUPERGIRL'S VERY LIFE HANGS IN THE BALANCE AS SHE FACES...

## The FANTASTIC MENACE OF THE "LL'S."

ONE DAY, AS A GROUP OF ATLANTEANS EMERGE FROM THEIR LABORATORY IN THE WATERY DOMAIN...

A SPACE MISSILE, ADDRESSED TO **SUPERGIRL**! THE IMPACT MUST HAVE DAMAGED IT!

I'LL CONTACT **SUPERGIRL** BY TELEPATHY AT ONCE!

CYBERN SPACE FOR EXPRESS SUPERSPEED... PLANET EARTH

SOON, IN MIDVALE, LINDA LEE DANVERS RECEIVES AN URGENT MENTAL MESSAGE...

ATTENTION, **SUPERGIRL**! THIS IS YOUR FRIEND, **LORI**, THE MERMAID. A CAPSULE FROM THE **CYBERN GALAXY** JUST ARRIVED FOR YOU OFF THE ATLANTIC COAST.

THANKS, **LORI**! I'LL BE THERE AS SOON AS I SWITCH TO MY **SUPERGIRL** IDENTITY!



AT SUPER-SPEED, THE MAID OF STEEL FLASHES EASTWARD. THEN...

I SALVAGED THIS PACKAGE FROM INSIDE THE DAMAGED MISSILE, **SUPergirl**. ACCORDING TO THIS NOTE, IT'S A PREDICTOR LIKE THE ONE THEY ONCE GAVE **SUPERMAN**. \*

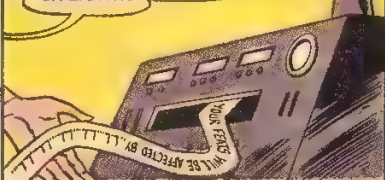


IT'S AN ADVANCED KIND OF COMPUTER, LORI. THE **CYBERNIANS** PROMISED ME THEIR LATEST MODEL FOR AN EXHIBIT AT THE WORLD FAIR.

\*SEE STORY, **"SUPERMAN'S DAY OF DOOM,"** IN **SUPERMAN NO. 157** EDITION.

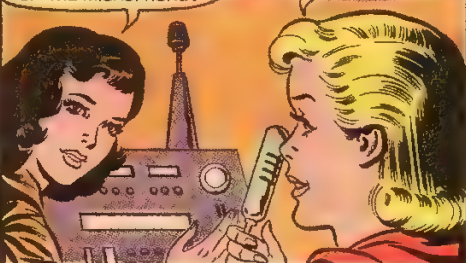
AS THE ANSWER EMERGES...

STRANGE THE WAY IT KEEPS REPEATING THE LETTERS "LL"! THE MACHINE MUST HAVE BEEN DAMAGED WHEN IT LANDED ON EARTH.



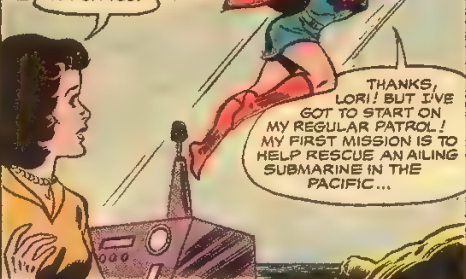
THE COMPUTER IS SUPPOSED TO ANSWER PROBLEMS ABOUT THE FUTURE. ALL YOU DO IS ASK A QUESTION IN FRONT OF THE MICROPHONE.

I'LL TEST IT NOW!... COMPUTER, WHAT KIND OF ADVENTURES WILL I HAVE TODAY?



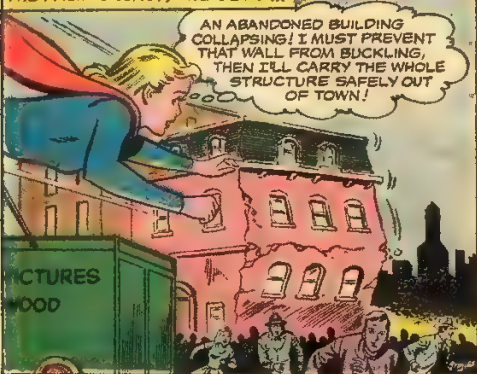
DISAPPOINTED, **SUPergirl** TAKES OFF...

**SUPergirl**, WHY NOT HAVE OUR ATLANTIAN SCIENTISTS CHECK THE PREDICTOR IN OUR NEW UNDERSEA LAB? IF IT'S BROKEN THEY'LL REPAIR IT FOR YOU.



THANKS, LORI! BUT I'VE GOT TO START ON MY REGULAR PATROL! MY FIRST MISSION IS TO HELP RESCUE AN AILING SUBMARINE IN THE PACIFIC...

THE SUBMARINE SAFELY BROUGHT TO SHORE, **SUPergirl** HEADS BACK FOR METROPOLIS, BUT AS SHE REACHES THE PACIFIC COAST, SHE SEES...



AN ABANDONED BUILDING COLLAPSING! I MUST PREVENT THAT WALL FROM BUCKLING, THEN I'LL CARRY THE WHOLE STRUCTURE SAFELY OUT OF TOWN!

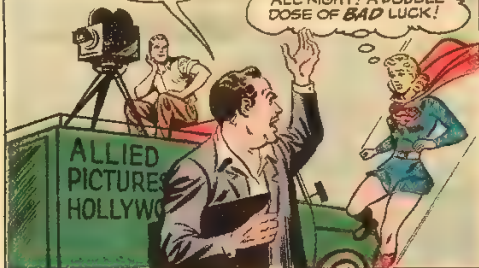
I'LL DROP THE RUINED BUILDING INTO THIS SWAMP AT THE EDGE OF THE CITY. THEN I'LL GO BACK AND SEE WHAT CAUSED IT TO COLLAPSE!



BUT BACK AT THE SCENE...

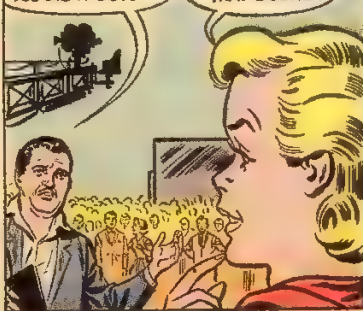
**SUPERGIRL!** YOU RUINED A MILLION-DOLLAR DISASTER SEQUENCE WHEN YOU CARRIED THAT COLLAPSING BUILDING AWAY!

**GASP!** A MOVIE COMPANY! **ALLIED PICTURES OF HOLLYWOOD!** THAT COMPUTER WAS CORRECT! **LL'S** BROUGHT ME LUCK ALL RIGHT! A DOUBLE DOSE OF **BAD LUCK!**



YOU DROPPED THE HOUSE IN A SWAMP? YE GODS! I'LL HAVE TO PAY ALL THESE EXTRAS TILL YOU DIG IT OUT!

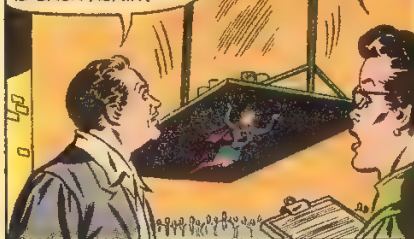
WAIT! I THINK THERE'S A FASTER WAY OF SETTING UP THAT SCENE!



STREAKING OFF, **SUPERGIRL** RETURNS IN A MATTER OF MOMENTS...

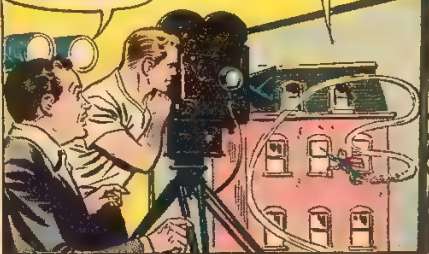
**GULP!** JUST A MOMENT AGO **SUPERGIRL** WENT TO OUR STUDIO FOR MATERIALS TO SET UP THAT BUILDING SCENE, AND HERE SHE IS BACK AGAIN!

BUT WHY IS SHE CARRYING THAT GIANT FRAMED CANVAS?



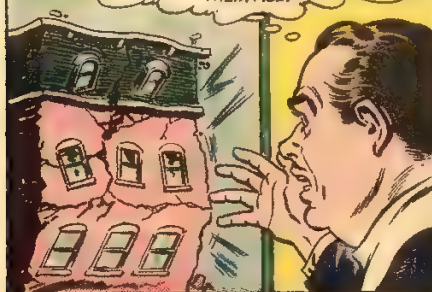
GREAT SCOTT! SHE'S PAINTING AN EXACT COPY OF THE BUILDING ON THAT CANVAS! AND SO FAST THAT I CAN HARDLY SEE HER. BUT HOW WILL YOU MAKE THAT PAINTED BUILDING COLLAPSE LIKE A REAL ONE?

LEAVE THAT TO ME! YOU JUST START SHOOTING THE SCENE!



AS THE CAMERAS BEGIN RECORDING THE SCENE...

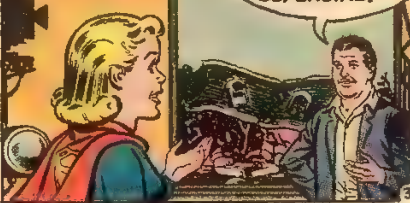
LOOK! IT...IT'S FALLING APART! HOW DOES SHE DO IT? I'VE SEEN CINERAMA, CINESCOPE, 3-D, BUT THIS TOPS THEM ALL!



LATER, **SUPERGIRL** EXPLAINS...

THE BUILDING SEEMED TO COLLAPSE BECAUSE I PAINTED SEVERAL PICTURES, ONE ON TOP OF THE OTHER, WHITING OUT THE OLD ONES. I WORKED AT SUCH SUPER-SPEED, YOU COULDN'T SEE ME.

AND THAT PRODUCED THE SAME CONTINUOUS ACTION SEEN IN A MOVIE FILM PROJECTED FROM A SERIES OF STILL FRAMES! THANKS, **SUPERGIRL!**





SOON, AS SUPERGIRL HEADS EASTWARD...

WELL, SO MUCH FOR THE LL'S THAT CYBERNIAN GADGET PREDICTED!... MAYBE IT WAS JUST A COINCIDENCE! HM! WONDER WHAT'S CAUSING THOSE PUTTS OF COLORED SMOKE OVER THAT DESERT AREA! I'D BETTER CHECK.

PRESENTLY...

THE COLORED SMOKE IS A SIGNAL TO THAT NEW-TYPE CONVERTO-PLANE! THE PILOT IS HOVERING WHILE HE PICKS UP A PASSENGER FROM THE DESERT! THERE'S SOMETHING SUSPICIOUS ABOUT THIS!

AS SUPERGIRL SWOOPS DOWN...

IT'S "LADY-KILLER" KANE, LEADER OF THE MILLION DOLLAR GANG! NO STICK-UP ARTIST CAN JOIN HIS MOB UNLESS HE'S STOLEN AT LEAST A MILLION! KANE MUST BE MAKING A GETAWAY! I'LL NAB HIM! EVEN THOUGH THERE ARE TWO LL'S IN "KILLER" AND FOUR LL'S IN MILLION DOLLAR, NOTHING CAN GO WRONG THIS TIME!

BUT SECONDS LATER...

ULP! A WIG AND A FAKE MUSTACHE! THEN YOU'RE NOT KANE!

SUPERGIRL! I'M AN F.B.I. AGENT! KANE HAS VANISHED, BUT WE CAPTURED HIS COMMUNICATION CODE! I WAS ABOUT TO TRAP HIS GANG WHEN YOU INTERFERED!

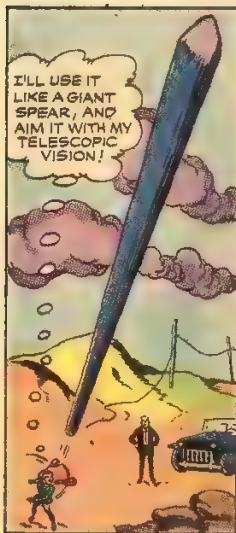
JUST THEN SUPERGIRL NOTICES AN ABANDONED TELEGRAPH LINE...

NO WONDER I GOOFED THIS IS DEATH VALLEY! ANOTHER LL'AFFECTED MY LUCK, JUST AS THAT MACHINE PREDICTED! BUT MAYBE ONE OF THE POLES CAN BREAK THE JINX!

TOO LATE NOW! THEY ROTATED THEIR JET ENGINES AND HEADED SOUTH! THAT SUPERSONIC PLANE WILL BE AT THE BORDER IN A FEW MOMENTS!

YOU'RE RIGHT! MY TELESCOPIC VISION JUST SPOTTED THEM APPROACHING THE RIO GRANDE!

DEATH VALLEY TELEGRAPH COMPANY



I'LL USE IT LIKE A GIANT SPEAR, AND AIM IT WITH MY TELESCOPIC VISION!

HURLING AT INCREDIBLE SPEED, THE POLE HITS ITS DISTANT TARGET...

GASP! SOMETHING KNOCKED OFF ONE OF OUR ENGINES!



WE CAN'T MAKE IT OVER THE BORDER! THE NEAREST LANDING FIELD IS ON THE AMERICAN SIDE! BETTER LAND HERE THERE OR WE'LL CRASH!

MEANWHILE, SUPERGIRL HAS FLOWN THE GOVERNMENT AGENT TO THE AIRFIELD...

THERE'S THAT DAMAGED CONVERTO-PLANE NOW, SIR! THE AIRPORT POLICE WILL HELP YOU TAKE THEM INTO CUSTODY!

GOOD WORK, SUPERGIRL! I'LL WANT TO QUESTION THOSE HOODS ABOUT THEIR MISSING LEADER, "LADY-KILLER" KANE.



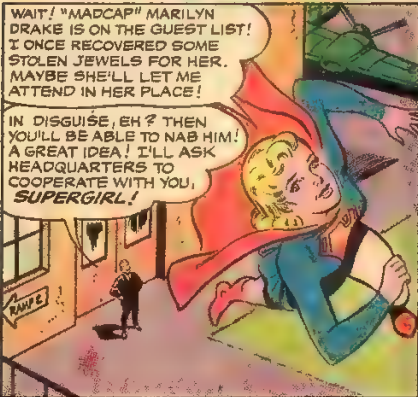
PRESENTLY... THOSE CROOKS WOULDN'T TALK, BUT WE FOUND THIS NEWS ITEM IN THE PLANE! THE RICHEST PEOPLE IN THE COUNTRY WILL BE ON THAT SHIP! WE HAVE A TIP "LADY-KILLER" KANE IS PLANNING TO ROB IT!



SOCIETY LEADERS PLAN GREAT LAKES GAMBLING CRUISE  
ALL MEMBERS TO GO TO CHARITY

WAIT! "MADCAP" MARILYN DRAKE IS ON THE GUEST LIST! I ONCE RECOVERED SOME STOLEN JEWELS FOR HER. MAYBE SHE'LL LET ME ATTEND IN HER PLACE!

IN DISGUISE, EH? THEN YOU'LL BE ABLE TO NAB HIM! A GREAT IDEA! I'LL ASK HEADQUARTERS TO COOPERATE WITH YOU, SUPERGIRL!



SOON, AS SUPERGIRL VISITS THE SPOILED HEIRESS...

WHAT A THRILL! SUPERGIRL USING MY IDENTITY TO CAPTURE A MASTER THIEF! HERE, USE THIS HIGH-FASHIONED WIG AND YOU'LL BE THE "BELLE OF THE BALL"!

UHP! "BELLE OF THE BALL"! ANOTHER PAIR OF DOUBLE L'S! SOMETHING TELLS ME I'M GOING TO RUN INTO REAL TROUBLE TONIGHT!

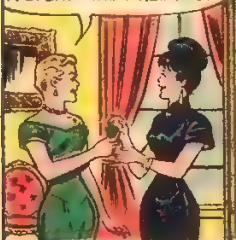




AT THAT VERY MOMENT, FURTIVE EARS LISTEN TO SUPERGIRL'S PLANS...

HERE, TAKE THIS MONEY FOR THE GAMBLING TABLES! REMEMBER, YOU HAVE TO UPHOLD MY REPUTATION AS A SPENDTHRIFT HEIRESS.

YOU'RE REALLY NOT AS SPOILED AS PEOPLE THINK. WE BOTH KNOW THIS MONEY IS GOING TO CHARITY.



AS SUPERGIRL LEAVES IN DISGUISE...

YOU HEARD ME, KANE! **SUPERGIRL** IS SETTING A TRAP FOR YOU!

THANKS FOR THE TIP, STEBBINS! YOU'LL GET AN EXTRA CUT OF TONIGHT'S LOOT!



THAT NIGHT, ABOARD THE CRUISE SHIP...

MAY I STAND NEXT TO YOU, MISS DRAKE? I ALWAYS HAVE BETTER LUCK WHEN I PLAY NEXT TO A BEAUTIFUL GIRL!

IT'S "LADY KILLER" KANE! HE'S USING HIS CHARM ON ME BECAUSE HE THINKS I'M "MADCAP" MARILYN! I COULD NAB HIM NOW, BUT I'D RATHER CATCH HIM RED-HANDED!



MEANWHILE, ON THE BRIDGE, KANE'S GANG GOES INTO ACTION...

OKAY! WE GOT THE OFFICERS WITH OUR GAS GUNS! SIGNAL THE ENGINE ROOM TO STOP THE SHIP!

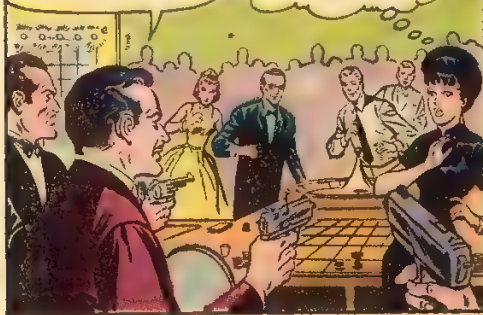
RIGHT! NOW, LET'S GET DOWN AND GIVE THE BOSS A HAND! THIS TIME, LET'S USE OUR REAL GUNS - WITH BULLETS INSTEAD OF GAS!



MOMENTS LATER...

EVERYBODY FREEZE! THIS IS A HOLD-UP! IF ANYONE MOVES WE'LL SPRAY THIS ROOM WITH LEAD!

GULP! I WAITED TO LONG! IF I TRY TO STOP THEM NOW THEY'LL SHOOT AND KILL SOMEONE! I'LL WAIT TILL THEY TRY TO MAKE THEIR GETAWAY.

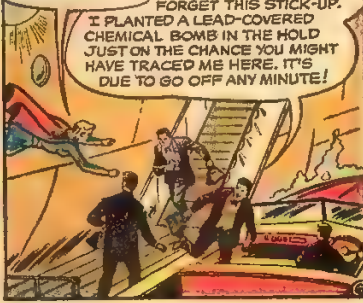


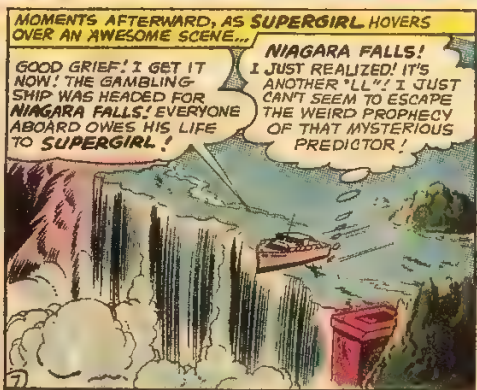
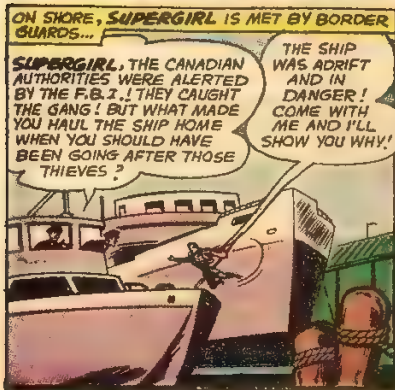
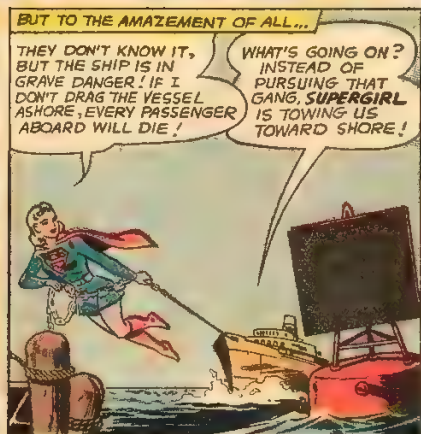
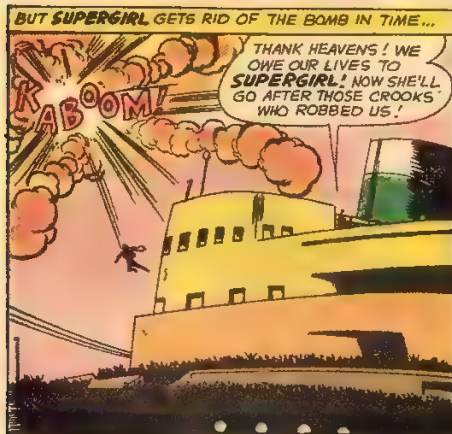
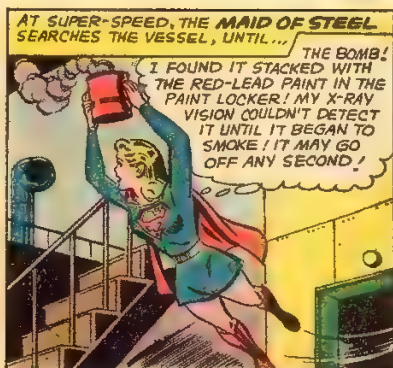
AS THE MILLION DOLLAR GANG FLEES WITH THE LOOT, **SUPERGIRL** MAKES A QUICK CHANGE, AND...

ALL RIGHT, KANE, THE JIG IS UP! SURRENDER QUIETLY, OR...

**SUPERGIRL!** YOU GOT RID OF YOUR DISGUISE, I SEE! WELL, YOU BETTER FORGET THIS STICK-UP.

I PLANTED A LEAD-COVERED CHEMICAL BOMB IN THE HOLD JUST ON THE CHANCE YOU MIGHT HAVE TRACED ME HERE. IT'S DUE TO GO OFF ANY MINUTE!







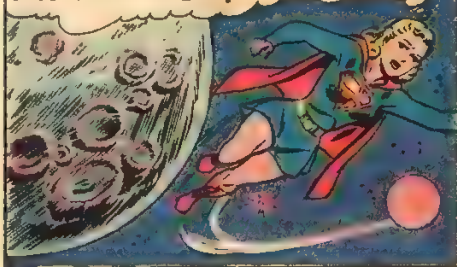


# ACTION COMICS



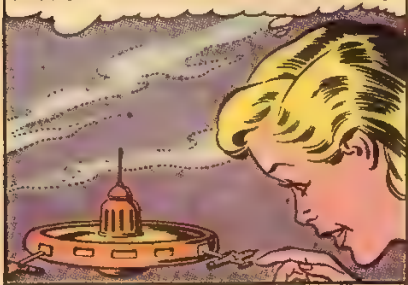
IN DESPERATION, **SUPERGIRL** ZOOMS AWAY FROM EARTH...

THE WAY THOSE "LL'S ARE AFFECTING MY PATROL TODAY IS GETTING ME DOWN! AND NOW MY NEXT CHORE IS TO VISIT THE NEW INTERGALACTIC **SPACE COLLEGE**! HMM... I WONDER IF THE TWO "LL'S IN THE WORD **COLLEGE** WILL BRING ME GOOD LUCK--OR BAD!

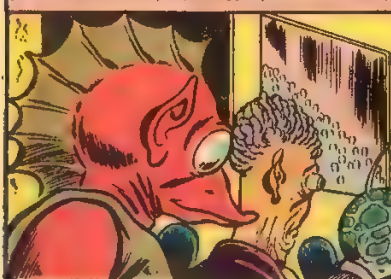


SOON, DEEP IN THE GULFS OF SPACE, NEAR THE PLANET SATURN...

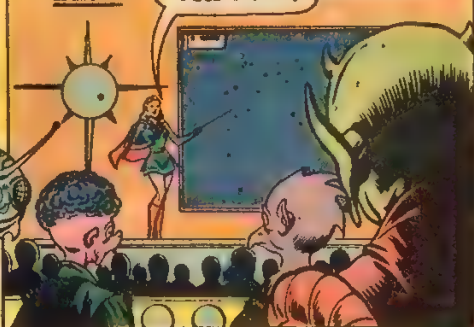
THERE IT IS, THE **SPACE COLLEGE**! THE RACES OF A SCORE OF GALAXIES SEND THEIR ASTRONAUTS HERE TO LEARN SPACE SCIENCE AND NAVIGATION! I PROMISED TO GIVE A LECTURE HERE TODAY!



IN THE UNIVERSITY, **SUPERGIRL** IS AN HONORED GUEST...

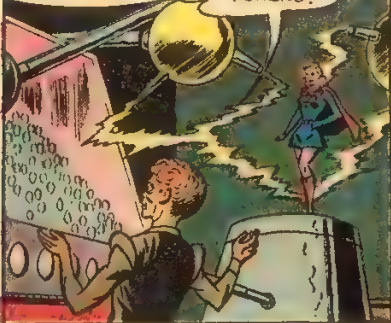


IN APPROACHING STAR SECTOR ALPHA VIII, BEWARE OF THE EFFECTS OF THIS PULSATING DOUBLE STAR!



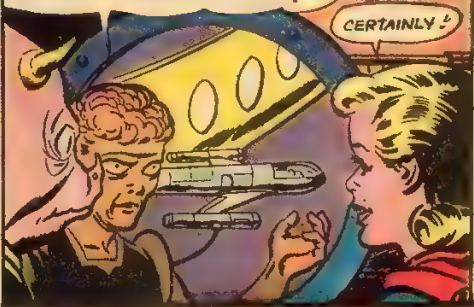
AND IN A SPACE LAB WHERE STUDENTS WATCH IN AWE...

AS A SURVIVOR OF THE DESTROYED PLANET, **KRYPTON**, **SUPERGIRL** REPRESENTS A UNIQUE FORM OF LIFE IN A SOLAR SYSTEM WITH A **RED SUN**, SHE IS JUST AN ORDINARY GIRL BUT UNDER A **YELLOW SUN**, SUCH AS IN THIS SYSTEM, SHE IS INVULNERABLE TO LIGHTNING, WEAPONS AND HAS SUPER-POWERS!



LATER... **SUPERGIRL**, OUR PROFESSORS HAVE INVENTED THAT "LIFE BOAT" TO BE USED IN SPACE CRAFT EMERGENCIES, BUT FIRST IT MUST BE GIVEN THE MOST RIGID TESTS! WOULD YOU PUT THAT CRAFT THROUGH ITS TRIALS?

CERTAINLY!





# ACTION COMICS



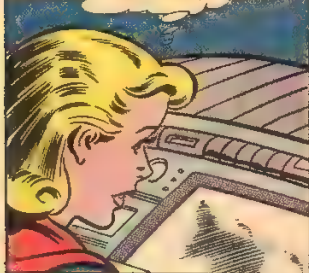
SOON, AS THE TINY SPACECRAFT STREAKS AWAY...

ACCORDING TO THIS BRIEFING-SHEET, I HAVE TO STEER THE CRAFT THROUGH THE SUPER-RADIATION GIVEN OFF BY THAT EXPLODING AURA!



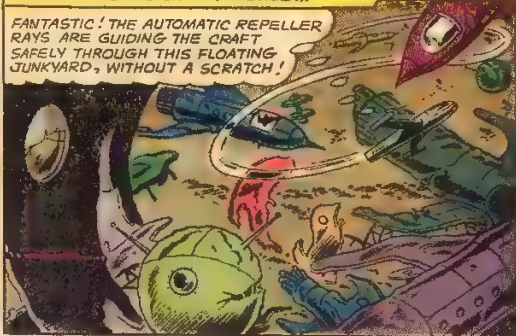
EXCELLENT! THE SPECIAL METALS AND TRANSPARENT MATERIALS IN THIS "LIFE BOAT" REPEL THE MOST POWERFUL RADIOACTIVE ENERGY WAVES!

NOW, TO HEAD TOWARD THE "SARGASSO SEA" OF SPACE, A VAST GRAVEYARD WHERE THE INTERSTELLAR MAGNETIC CURRENTS OF SPACE HAVE GATHERED UP THE SPACE WRECKAGE OF THE PAST AGES!

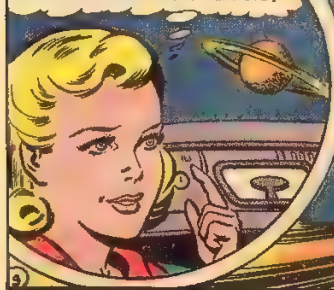


PRESENTLY, AMIDST THE COSMIC DEBRIS, **SUPERGIRL** TESTS HER SHIP'S SAFETY DEVICE...

FANTASTIC! THE AUTOMATIC REPELLER RAYS ARE GUIDING THE CRAFT SAFELY THROUGH THIS FLOATING JUNKYARD, WITHOUT A SCRATCH!

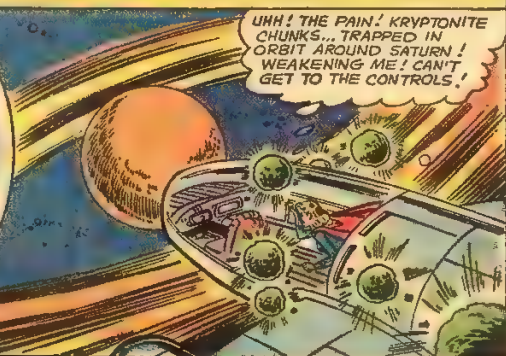


NOW THE AUTOMATIC SAFETY CONTROLS ARE GUIDING HER TOWARD AN ORBIT IN SATURN'S RINGS, WHERE SHE'LL UNDERGO HER NEXT TEST! MEANWHILE, I'LL CHECK FOR STRUCTURAL DEFECTS!



BUT AS THE "LIFE BOAT" APPROACHES SATURN, SUDDENLY...

UHH! THE PAIN! KRYPTONITE CHUNKS... TRAPPED IN ORBIT AROUND SATURN! WEAKENING ME! CAN'T GET TO THE CONTROLS!







# ACTION COMICS



POISONED BY THE KRYPTONITE RAYS, **SUPERGIRL'S** POWERS FADE RAPIDLY...

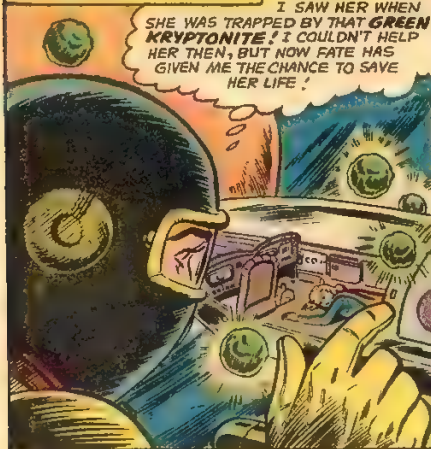
**SPACE COLLEGE** CALLING **SUPERGIRL! SUPERGIRL!** DO YOU READ ME? ANSWER IF YOU CAN!

GASP! MY FRIENDS... CALLING ME! THEY DON'T REALIZE THAT I'M DYING!...OUT HERE IN SPACE!...ALONE! THE "LL" LETTERS IN THE WORD... COLLEGE... THEY DOOMED ME!



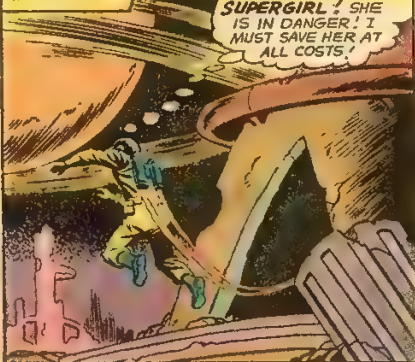
STREAKING UPWARD, THE SPACE MAN HEADS FOR THE MAROONED LIFE-BOAT ...

I SAW HER WHEN SHE WAS TRAPPED BY THAT **GREEN KRYPTONITE**! I COULDN'T HELP HER THEN, BUT NOW FATE HAS GIVEN ME THE CHANCE TO SAVE HER LIFE!



BUT AT THAT MOMENT, ON ONE OF SATURN'S MOONS ...

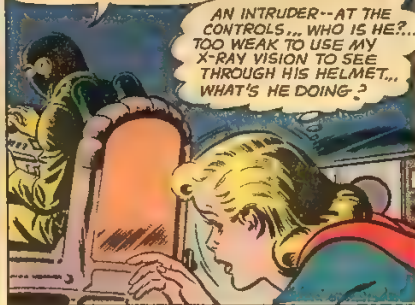
**SUPERGIRL!** SHE IS IN DANGER! I MUST SAVE HER AT ALL COSTS!



PRESENTLY, AS THE LIFE-BOAT'S DOOR SWINGS OPEN...

I'LL SET THE AUTOMATIC CONTROLS TO GUIDE THIS CRAFT AWAY FROM SATURN'S RINGS! THE MULTI-LINGUAL INSTRUCTION PLANS WILL SHOW ME WHAT TO DO!

AN INTRUDER--AT THE CONTROLS... WHO IS HE?... TOO WEAK TO USE MY X-RAY VISION TO SEE THROUGH HIS HELMET... WHAT'S HE DOING?



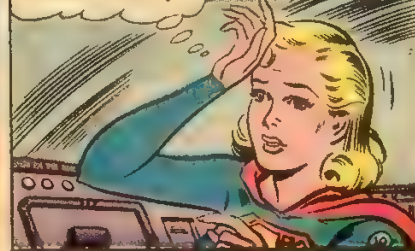
AN INSTANT LATER...

THERE, I STARTED THE DRIVES! THAT SPACE VESSEL WILL CARRY HER AWAY FROM THE KRYPTONITE WHICH IS POISONING HER!



SLOWLY **SUPERGIRL** RECOVERS HER STRENGTH...

THAT MYSTERIOUS SPACE MAN... HE SAVED MY LIFE! BUT WHY DIDN'T HE SPEAK TO ME? WHY DID HE LEAVE WITHOUT TELLING ME WHO HE WAS?

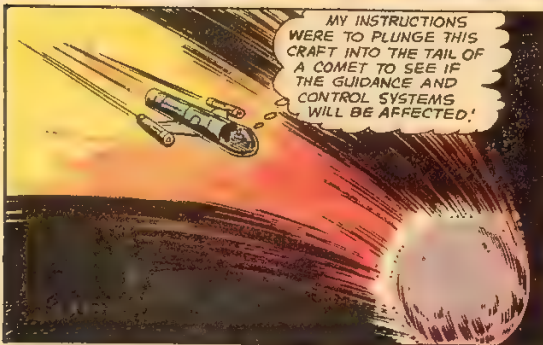


AND AS HER STRENGTH RETURNS...

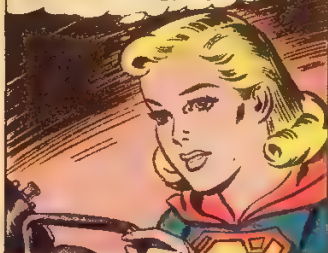
I'LL TRY TO LOCATE MY UNKNOWN RESCUER! NOW, I MUST CONTINUE TESTING THE LIFE-BOAT! I'LL HEAD FOR THAT DISTANT COMET!



MY INSTRUCTIONS WERE TO PLUNGE THIS CRAFT INTO THE TAIL OF A COMET TO SEE IF THE GUIDANCE AND CONTROL SYSTEMS WILL BE AFFECTED!



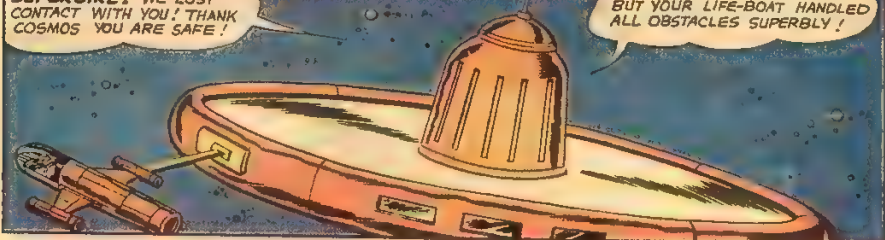
EVERYTHING CHECKS OUT A-OKAY! NOT EVEN THE FIERY COSMIC PARTICLES AND GASSES AT THE HEART OF THIS COMET AFFECTS THIS SPACE 'LIFE-BOAT'!



THE TESTS COMPLETED, **SUPERGIRL** RETURNS TO THE **SPACE COLLEGE**...

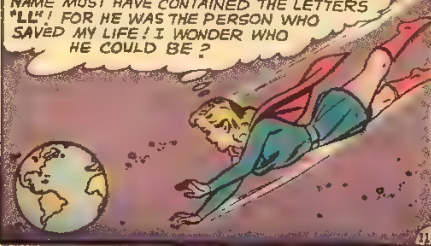
**SUPERGIRL!** WE LOST CONTACT WITH YOU! THANK COSMOS YOU ARE SAFE!

I WAS IN A TOUGH SPOT FOR A WHILE, BUT YOUR LIFE-BOAT HANDLED ALL OBSTACLES SUPERBLY!



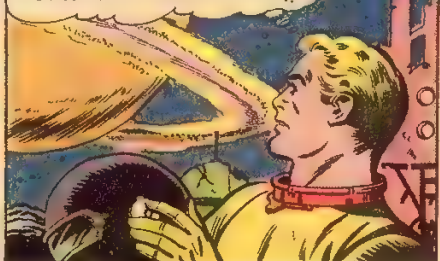
LATER, AS **SUPERGIRL** HEADS BACK TO EARTH...

THE KRYPTONITE WOULD HAVE KILLED ME IF THAT UNKNOWN SPACE MAN HADN'T COME TO MY RESCUE. I DON'T SEE HIM ANY WHERE, BUT IF THAT PREDICTOR'S PROPHECY **WAS** CORRECT, HIS NAME MUST HAVE CONTAINED THE LETTERS "LL" FOR HE WAS THE PERSON WHO SAVED MY LIFE! I WONDER WHO HE COULD BE?



MEANWHILE, ON A DISTANT MOON OF SATURN...

I WONDER WHAT **SUPERGIRL** WOULD SAY IF SHE KNEW IT WAS **I, BIRON**, WHO SAVED HER LIFE?!



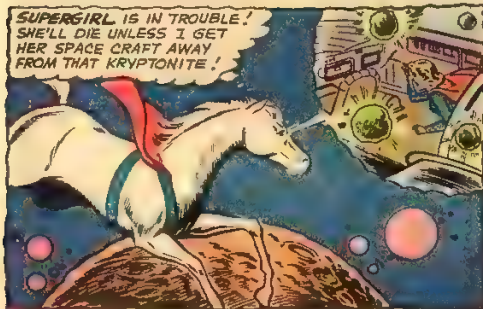




# ACTION COMICS



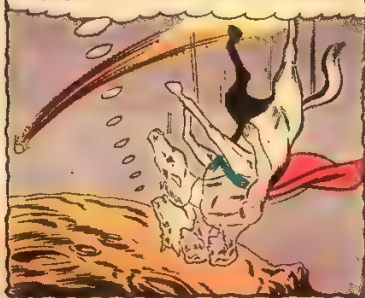
"IT WAS IN MY IDENTITY AS **COMET**, THE **SUPER-HORSE**, THAT I TUNED IN ON **SUPergirl** MENTALLY, JUST AS I WAS PASSING OVER ONE OF SATURN'S SMALL MOONS..."



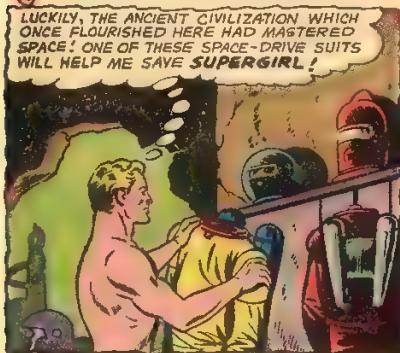
**SUPergirl** IS IN TROUBLE! SHE'LL DIE UNLESS I GET HER SPACE CRAFT AWAY FROM THAT KRYPTONITE!



"BUT SUDDENLY..." A **COMET**: BY A MAGIC SPELL ONCE CAST ON ME, I TURN INTO A HUMAN WHENEVER A **COMET** IS IN MY VICINITY! I'LL LOSE MY SUPER-POWERS IN MOMENTS!



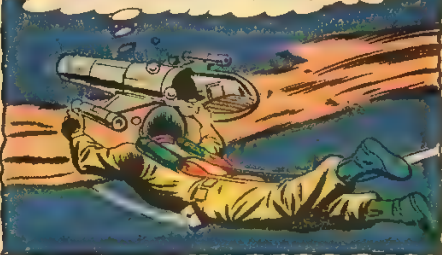
"WHEN I LANDED ON THE TINY SATELLITE, WHICH HAD A THIN ATMOSPHERE..."



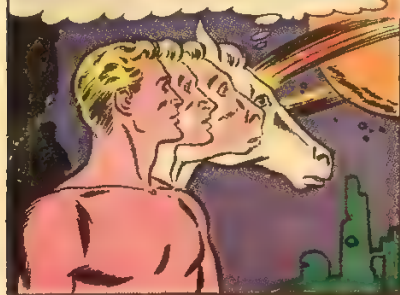
LUCKILY, THE ANCIENT CIVILIZATION WHICH ONCE FLOURISHED HERE HAD MASTERED SPACE! ONE OF THESE SPACE-DRIVE SUITS WILL HELP ME SAVE **SUPergirl**!

"DONNING THE SPACE-SUIT, I STREAKED TO HER RESCUE..."

THE JET DRIVES ON MY BELT WILL TAKE ME TO HER RESCUE. IN MY HUMAN FORM, I CAN MANIPULATE THE CONTROLS ON HER CRAFT AND GET HER OUT OF DANGER! BUT I CAN'T TELL HER WHO I REALLY AM!... IF SHE LEARNS THAT I CAN BE BOTH A MORTAL AND **SUPER-HORSE**, SHE'LL THINK OF ME AS A FREAK!



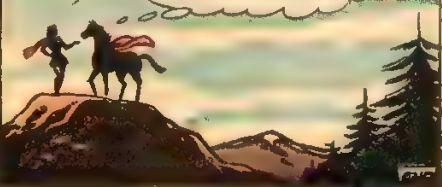
MY HEAD... MY BODY... THEY'RE CHANGING BACK TO **SUPER-HORSE**! THAT MEANS THE **COMET** HAS LEFT THIS AREA OF SPACE! MY ADVENTURE IS OVER AND I'VE REGAINED MY SUPER POWERS! I CAN FLY BACK TO EARTH AGAIN!



LATER, ON EARTH, AS **SUPergirl** TELLS HER STORY TO HER FRIEND, **SUPER-HORSE**...

AND SO THAT SPACE MAN SAVED ME FROM THE KRYPTONITE! ACCORDING TO THE CYBERNIAN PREDICTOR, HIS NAME SHOULD CONTAIN THE LETTERS "LL"!

THERE ARE NO "LL'S" IN MY NAME, BUT ACTUALLY THE PREDICTOR WAS CORRECT! I'VE JUST REALIZED THAT IT WAS THE FAMOUS **HALLEY'S COMET** WHICH CHANGED ME INTO A HUMAN AND ENABLED ME TO SAVE HER!



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AND WHAT'S MORE, THEY CAN ALSO BE USED TO HOLD NOTES TO METAL SURFACES, SERVE AS MARKERS ETC.,... AND OF COURSE, THEY STICK TO EACH OTHER--!

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THEY ARE SO MUCH FUN--THEY ARE SO USEFUL  
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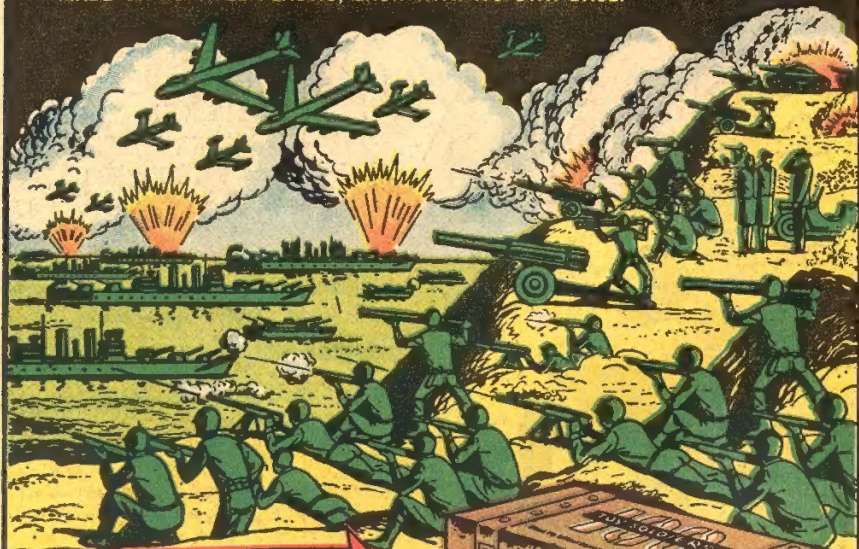
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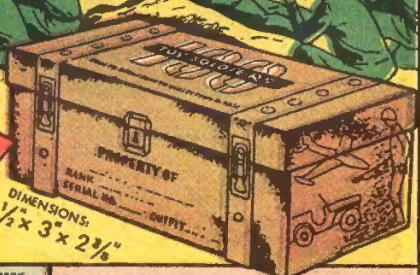
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MADE OF DURABLE PLASTIC, EACH WITH ITS OWN BASE.



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AN IMAGINARY BATTLE SCENE IS SHOWN ABOVE

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L. C., New York City

"I never thought you could build terrific muscles without exercises or weights. Started DYNAPLEX two weeks ago, and am building a great physique."

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX." E. G., Detroit, Mich.  
F. S., Chicago, Ill.

**ARE YOU ASHAMED OF YOUR BODY NOW?**

fail—do **YOURSELF** a favor! Take a good and long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do they laugh and mock you? Do you feel the weight of your skin? **BELIEVE IT OR NOT**—it can add solid pounds of rippling, steely he-man **MEAT** to your body in 14 days! **PACK EVERY INCH** with explosive virile **MAN-MUSCLE**. I can take that cavied-in chest and make it **EXPLODE** with **MAN-POWER**. **MAN-SIZED BRAWN**. I can clothe your skinny frame with **GIANT** **RIPPING DYNAPLEX** muscle. I can make you have the **POWER** and **awe** and **admiration!** And with **NO** tiring exercise. **NO** high-priced hard-balls or gym equipment.

Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Puny muscles—sagging stomach—bloated face—arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If you wake up fella! THIS IS IT!  
I will peel off that fat and give  
you a lean virile DYNAFLEX  
BODY, armored with a  
sheath of hard tough hand-  
some muscle. I can build  
you into a healthy, stream-  
lined HERCULES - bursting  
with dynamic manly strength.  
I'll give you a taut rock-  
hard midsection - legs mus-

clied like coil steel springs.  
I can pack solid DYNAMITE  
into your fists and give you a rugged hand-  
some build brim-full of the magnetic SUPER-  
BODY APPEAL. And with NO starvation diets  
— NO fatiguing calisthenics — NO expensive  
health-foods!

## HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAPLEX is the modern miracle of body-building. I take no tiresome exercises, "crash" diets, protein foods, and no weights or barbells. DYNAPLEX is the amazing discovery of a West German Doctor whose research is the most exciting and most thrilling new way to build GIANT BRAINY MUSCLES in ten minutes a day. With DYNAPLEX you "flex" each muscle once—in a certain order—that's more effective than if you exercised that muscle 30, 60 or 90 minutes the old-fashioned way. With DYNAPLEX you get bigger results in ten minutes than after hours of grunting and groaning, hefting heavy

DYNAFLEX coaxes each muscle in your body to bring out its round, steely fullness and satiny symmetry. DYNAFLEX packs that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day I can **lift** my **upper** frame with healthy rippling muscle—give you a deep, powerful, powerful shoulders and iron wrists—tough, slim midsection—and trim, steel-spang legs—simply thru **DYNAFLEXING**—each muscle once a day! There's nothing wrong with the bar-bell and weight-lifting, neither.

weight-lifting method . . . but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAFLEX SECRET?

**STRONG-MAN BODY THAT'S ADMIRER!**

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad, brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and springy, power-packed legs. Be a FEAR with TWO-PISTED BIG MUSCLE APPEAL. They only laugh at skinny guys or "fatso's".

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. Add three inches of beef and brawn on your shoulders, and you'll have the same super-body of terrific mold you have a crushing grip, legs crannied with steel springs, a lean tau rock-solid punch-proof midsection. Pack your body with energy and stamina that will help make you popular.

**GIVE ME TEN MINUTES A DAY  
—THAT'S ALL!**

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure! You'll have the physique of a warrior that glows and vibrates with virile masculine appeal. You'll be really proud to have people see your MAGNIFICENT HE-MAN MUSCLES. You'll be the envy and adoration of your fellows, stare with envy and jealousy when they crowd around to squeeze your tron biceps or touch your bulging brawny chest—when they see you in the buff. You'll find it—then they will find it! You'll be the envy of all about the Magic Secret of DYNAFLEX!

**Your Pal,  
MIKE MARVEL**

### "Builder of Champion Bodies"

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Newark, New Jersey.

Okay, Mikel. Here's \$1.08. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your money to buy a DYNAPLEX to win a HERCULES HE-MAN BODY in just four weeks a day. Rush my copies of the DYNAPLEX SYSTEM and my free gift book "Secrets of Being Attractive" on your money-back guarantee. In plain wrappers. If I don't develop a splendid six-pack, you won't lose a popular you will refund my money in full.

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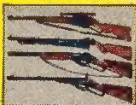
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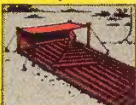
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